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*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:  
RITE AID CORPORATION, *et al.*,  
Debtors.<sup>1</sup>

Chapter 11  
Case No. 23-18993 (MBK)  
(Jointly Administered)

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF COLE SCHOTZ P.C. AS BANKRUPTCY CO-  
COUNSEL TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

TO THE HONORABLE MICHAEL B. KAPLAN, UNITED STATES BANKRUPTCY COURT:

The above-captioned debtors and debtors in possession (collectively, the "Debtors") respectfully state the following in support of this application (this "Application");

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

**I. JURISDICTION, VENUE AND STATUTORY PREDICATES**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, dated September 18, 2012 (Simandle, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The Debtors confirm their consent to the Court entering a final order in connection with this Application to the extent that it is later determined that the Court absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a), 329, and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”).

**II. BACKGROUND**

4. The Debtors, together with their non-Debtor affiliates (collectively, “Rite Aid” or the “Company”), are on the front lines of delivering healthcare services and retail products to millions of Americans daily. Founded in 1962 with a single discount drugstore in Scranton, Pennsylvania, Rite Aid meets the fundamental consumer need for pharmacy services across the country through two divisions. On the retail side, Rite Aid employs more than 6,300 pharmacists and operates more than 2,300 retail pharmacy locations in 17 states. Through Elixir, the Company manages pharmacy benefits for more than one million members via accredited mail and specialty pharmacies, prescription discount programs, and an industry-leading claim adjudication platform.

Headquartered in Philadelphia, Pennsylvania, Rite Aid Corporation is publicly held with its common stock trading on the New York Stock Exchange under the trading symbol, “RAD.”

5. On October 15, 2023 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 17, 2023, the Court entered an order [Docket No. 122] authorizing procedural consolidation and joint administration of these Chapter 11 cases pursuant to rule 1015(b) of the Bankruptcy Rules. On November 2, 2023, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed (a) an official committee of unsecured creditors (the “Unsecured Creditors’ Committee”) [Docket No. 431] and (b) an official committee of tort claimants (the “Tort Claimants’ Committee,” together with the Unsecured Creditors’ Committee, collectively, the “Committees”) [Docket No. 432], each pursuant to section 1102 of the Bankruptcy Code.

### **III. RELIEF REQUESTED**

6. By this Application, the Debtors seek authorization to employ and retain Cole Schotz P.C. (“Cole Schotz”) as their co-counsel in connection with the filing and prosecution of these Chapter 11 Cases, *nunc pro tunc* to the Petition Date, pursuant to sections 327(a), 329, and 330 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1. The Debtors further request that the Court approve the retention of Cole Schotz under a general retainer and hourly fee arrangement in accordance with Cole Schotz’s normal hourly rates in effect at the time services are rendered and Cole Schotz’s normal expense reimbursement policies. In support of this Application, the Debtors submit the Declaration of Michael D. Sirota, Esq. (the “Sirota

Declaration”), attached hereto as **Exhibit A**, and the Declaration of Jeffrey S. Stein (the “Stein Declaration”), attached hereto as **Exhibit B**.

#### **IV. COLE SCHOTZ’S QUALIFICATIONS**

7. Cole Schotz was retained in October of 2023 to work with the Debtors, Kirkland & Ellis LLP and Kirkland & Ellis International LLP (“K&E”), and the Debtors’ other advisors to explore the Debtors’ strategic alternatives. Since being engaged, Cole Schotz has worked closely with the Debtors, K&E and the Debtors’ other advisors in connection with the Debtors’ restructuring initiatives. As a result of this work, Cole Schotz has acquired significant knowledge about the Debtors, their businesses, and many of the potential legal issues that may arise in the context of these Chapter 11 Cases that makes it uniquely suited to serve as Debtors’ bankruptcy co-counsel.

8. The Debtors have selected Cole Schotz because the members and associates of Cole Schotz possess extensive knowledge and considerable expertise in the fields of bankruptcy, insolvency, reorganizations, debtors’ and creditors’ rights, debt restructuring, and corporate reorganizations, among others. In addition, the attorneys at Cole Schotz also have substantial experience appearing before the courts in this district and are familiar with local practice and procedure. The Debtors believe Cole Schotz has assembled a team of highly-qualified professionals and paraprofessionals to provide services to them in these Chapter 11 Cases, have determined that the retention of bankruptcy co-counsel is necessary to the successful administration of these cases, and submit that Cole Schotz’s employment would be in the best interests of their estates. Cole Schotz’s complex chapter 11 experience, as well as its extensive practice before this Court and knowledge of the local rules and practices, make it substantively and geographically ideal to efficiently serve the needs of the Debtors. Cole Schotz regularly

represents Chapter 11 debtors, including retailers, throughout New Jersey and nationally and, thus, is well qualified to serve as bankruptcy co-counsel to the Debtors in these Chapter 11 proceedings.

9. Cole Schotz has been actively involved in many major Chapter 11 cases in this District. *See, e.g., In re Cyxtera Technologies, Inc.*, Case No. 23-14853 (JKS); *In re Whittaker, Clark, & Daniels, Inc.*, Case No. 23-13575 (MBK); *In re David's Bridal, LLC*, Case No. 13-13131 (CMG); *In re Bed Bath & Beyond Inc.*, Case No. 23-13359 (VFP); *In re BlockFi Inc.*, Case No. 22-19361 (MBK); *In re Nat'l Realty Investment Advisors, LLC*, Case No. 22-14539 (JKS); *In re Christopher & Banks Corp.*, Case No. 21-10269 (ABA); *In re RTW Retailwinds, Inc.*, Case No. 20-18445 (JKS); *In re Congoleum Corporation*, Case No. 20-18488 (MBK); *In re SLT Holdco, Inc.*, Case No. 20-18368 (MBK); *In re Modell's Sporting Goods, Inc.*, Case No. 20-14179 (VFP); *In re Cinram Group, Inc.*, Case No. 17-15258 (VFP); *In re Saint Michael's Medical Center, Inc.*, Case No. 15-24999 (VFP); *In re Crumbs Bake Shop, Inc.*, Case No. 14-24287 (MBK); *In re Revel AC, Inc.*, Case No. 14-22654 (GMB); *In re MEE Apparel LLC*, Case No. 14-16484 (CMG); *In re Dots, LLC*, Case No. 14-11016 (MBK); *710 Long Ridge Road Operating Company II, LLC*, Case No. 13-13653 (DHS); *In re Big M, Inc.*, Case No. 13-10233 (MBK); *In re Tarragon Corporation*, Case No. 09-10555 (DHS); *In re Marcal Paper Mills, Inc.*, Case No. 06-21886 (MS); *In re Best Manufacturing Group LLC*, Case No. 06-17415 (DHS).

10. In sum the Debtors believe that Cole Schotz is both well-qualified and uniquely able to represent them in an efficient and timely manner and that the services of Cole Schotz are necessary and essential to the Debtors' performance of their duties as debtors in possession.

## **V. SERVICES TO BE PROVIDED**

11. The Debtors seek to retain Cole Schotz as their bankruptcy co-counsel to advise and represent the Debtors in certain aspects of their Chapter 11 Cases and to advise the Debtors

with respect to local rules, procedures, and customs in connection with the performance of the following legal services:

- (a) providing the Debtors with advice, based on their extensive experience practicing in the District of New Jersey, regarding the Debtors' rights, powers, and duties as debtors in possession in continuing to operate and manage their assets and business;
- (b) providing legal advice and services regarding local rules, practices and procedures including Third Circuit law;
- (c) providing certain services in connection with the administration of the Chapter 11 Cases including, without limitation, preparing agendas, hearing notices, and hearing binders of documents and pleadings;
- (d) reviewing and commenting on proposed drafts of pleadings to be filed with the Court;
- (e) appearing in Court and at any meeting with the United States Trustee and any meeting of creditors;
- (f) providing legal advice and services on any matter on which K&E may have a conflict or as needed based on specialization;
- (g) performing all other legal services for and on behalf of the Debtors which may be necessary or appropriate in the administration of their Chapter 11 Cases and fulfillment of their duties as debtors in possession; and
- (h) responding to creditor and party-in-interest inquiries directed to Cole Schotz.

12. By separate application, the Debtors have also asked the Court to approve the retention of K&E as bankruptcy co-counsel to the Debtors. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Cole Schotz will continue to coordinate with K&E and any other firms the Debtors retain regarding their respective responsibilities in these Chapter 11 Cases.

13. K&E is primarily responsible for the following:

- (a) advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses

and properties, and coordinating with Cole Schotz with respect to local nuances regarding same;

- (b) advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- (c) attending meetings and negotiating with representatives of creditors and other parties in interest;
- (d) taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- (e) preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- (f) representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- (g) advising the Debtors in connection with any potential sale of assets;
- (h) appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- (i) advising the Debtors regarding tax matters;
- (j) taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto;
- (k) performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters; and
- (l) responding to creditor and party-in-interest inquiries directed to K&E.

## **VI. PROFESSIONAL COMPENSATION**

14. The Debtors understand that Cole Schotz intends to apply to the Court for allowance of compensation and reimbursement of out-of-pocket expenses incurred in connection with the preparation of the Debtors' chapter 11 petitions and after the Petition Date in connection with the

Chapter 11 Cases on an hourly basis, subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013 (the “U.S. Trustee Guidelines”), and any orders entered in these cases governing the compensation and reimbursement of professionals for services rendered and charges and disbursements incurred.

15. The Debtors understand that, subject to the Court’s approval, Cole Schotz will be compensated at its standard hourly rates, which are based on the professionals’ level of experience. The attorneys and paralegals primarily responsible for representing the Debtors and their current standard hourly rates are:

Name	Title	Hourly Rate
Michael D. Sirota	Member	\$1,475.00
Warren A. Usatine	Member	\$1,150.00
Felice R. Yudkin	Member	\$850.00
Seth Van Aalten	Member	\$1,050.00
Matteo Percontino	Associate	\$645.00
Andreas Milliaressis	Associate	\$575.00
Danielle Delehanty	Paralegal	\$365.00
Frances Pisano	Paralegal	\$380.00

16. Other attorneys, paralegals, and case management clerks will be involved in representing the Debtors. The current range of hourly rates for such professionals are:

Position	Rates
Members	\$585 to \$1,475 per hour
Special Counsel	\$620 to \$750 per hour
Associates	\$375 to \$570 per hour
Paralegals	\$365 to \$380 per hour



17. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. There are no alternative fee arrangements from customary billing. Further, no professional has varied his or her rate based on geographic location.

18. The Debtors understand and agree that Cole Schotz will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered and for out-of-pocket expenses, all as set forth in the Sirota Declaration.

19. Prior to applying any increases in its hourly rates beyond the rates set forth in this Application, Cole Schotz shall provide ten (10) days' prior notice of any such increases to the Debtors, the United States Trustee, and any official committee appointed in these Chapter 11 Cases.

20. The Debtors understand and agree that Cole Schotz will maintain detailed, contemporaneous records of time and any necessary costs and expenses incurred in connection with rendering the legal services described above and that they will be charged for all disbursements and expenses incurred in the rendition of services. These disbursements and expenses include, among other things, costs for telephone and facsimile charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees, and other fees related to trials and hearings (including transcripts).

21. It is the Debtors' understanding that Cole Schotz will submit detailed statements to the Court setting forth the services rendered and seeking compensation and reimbursement of expenses (including, when appropriate, authority to apply the Retainer (defined below)).

## **VII. COMPENSATION RECEIVED FROM THE DEBTORS**

22. As set forth in the Sirota Declaration, during the ninety days prior to the Petition Date, the Debtors paid Cole Schotz \$411,945.84 representing Cole Schotz's fees for services rendered and expenses incurred including the filing fees for the Chapter 11 petitions. As of the

Petition Date, Cole Schotz was holding, on behalf of the Debtors, a retainer in the amount of \$783,054.16 (the “Retainer”) in connection with these Chapter 11 Cases.

### **VIII. DISINTERESTEDNESS OF PROFESSIONALS**

23. The Sirota Declaration describes the relationships, if any, that Cole Schotz has with creditors of the Debtors and other interested parties. As set forth in the Sirota Declaration, Cole Schotz does not believe that any of those relationships would foreclose the Debtors’ retention of Cole Schotz under section 327(a) of the Bankruptcy Code in that Cole Schotz: (i) does not represent any other entity having an adverse interest to the Debtors, their estates, or any other party-in-interest in connection with these Chapter 11 Cases; (ii) is a disinterested person under section 101(14) of the Bankruptcy Code; and (iii) has no connection with the U.S. Trustee or any other person employed therein. The Debtors have been informed that Cole Schotz will continue conducting a review of its files to ensure that no disqualifying circumstances arise. If any new relevant facts or relationships are discovered, Cole Schotz will supplement its disclosure to the Court.

### **IX. STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

24. Cole Schotz recognizes that the U.S. Trustee is charged with reviewing applications for retention and compensation and that the U.S. Trustee will utilize the U.S. Trustee Guidelines to evaluate any such applications.

25. Cole Schotz intends to comply with the U.S. Trustee’s requests for additional information and disclosures as set forth in the U.S. Trustee Guidelines, both in connection with this Application and the interim and final fee applications to be filed by Cole Schotz in these Chapter 11 Cases.

26. Moreover, as described in the Sirota Declaration, and consistent with the U.S. Trustee Guidelines, the Debtors have undertaken certain steps to ensure that the rate structure provided by Cole Schotz is not significantly different from the rates that (a) Cole Schotz charges for other non-bankruptcy engagements or (b) other comparable counsel would charge to do work substantially similar to the work Cole Schotz will perform in these Chapter 11 Cases.

#### **X. BASIS FOR RELIEF REQUESTED**

27. Section 327(a) of the Bankruptcy Code authorizes a debtor in possession, with the court's approval, to "employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor in possession] in carrying out the [debtor in possession's] duties under this title." 11 U.S.C. § 327(a). Moreover, section 1107(b) provides that "a person is not disqualified for employment under section 327 of this title by a debtor in possession solely because of such person's employment by or representation of the debtor before the commencement of the case." *Id.* § 1107(b).

28. Bankruptcy Rule 2014(a) requires that an application for retention include:

Specific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

29. The Debtors request approval of the employment of Cole Schotz *nunc pro tunc* to the Petition Date. Such relief is warranted by the circumstances presented by these Chapter 11 Cases. The Third Circuit has identified "time pressure to begin service" and absence of prejudice

as factors favoring *nunc pro tunc* retention. See, e.g., *Matter of Arkansas Co., Inc.*, 798 F.2d 645, 650 (3d Cir. 1986); *Indian River Homes, Inc. v. Sussex Trust Co.*, 108 B.R. 46, 52 (D. Del. 1989), *app. dismissed*, 909 F.2d 1476 (3d Cir. 1990). The Debtors' selection of Cole Schotz as their bankruptcy co-counsel necessitated that Cole Schotz immediately commence work on time-sensitive matters and promptly devote resources to the Debtors' cases pending submission and approval of this Application. Cole Schotz's services on the Debtors' behalf have not prejudiced any creditor or party-in-interest in these cases, but rather, have served their best interests.

30. The Debtors submit that, for the reasons stated above and in the Sirota and Stein Declarations, the retention of Cole Schotz as their bankruptcy co-counsel, as described herein, is warranted. Accordingly, the retention of Cole Schotz as bankruptcy co-counsel to the Debtors should be approved.

#### **XI. NO PRIOR REQUEST**

31. No prior request for the relief sought in this Application has been made to this Court or any other court.

#### **XII. NOTICE**

32. The Debtors will provide notice of this Application to the following parties and/or their respective counsel, as applicable: (a) the office of the United States Trustee for the District of New Jersey; (b) counsel for the Committees; (c) the agents under the Prepetition Credit Facilities and counsel thereto; (d) the DIP Agent counsel thereto; (e) Paul, Weiss, Rifkind, Wharton & Garrison LLP and Fox Rothschild LLP, as counsel to the Ad Hoc Secured Noteholder Group; (f) the indenture trustee to the Senior Secured Notes; (g) the indenture trustee for the Senior Unsecured Notes; (h) Akin Gump Strauss Hauer & Feld LLP as counsel to the Tort Claimants' Committee; (i) Kramer Levin Naftalis & Frankel LLP as counsel to the Unsecured Creditors'

Committee; (j) the United States Attorney's Office for the District of New Jersey; (k) the Internal Revenue Service; (l) the U.S. Securities and Exchange Commission; (m) the attorneys general in the states where the Debtors conduct their business operations; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request entry of the proposed order submitted herewith granting the relief requested herein and such other and further relief as this Court may deem just and proper.

Dated: November 22, 2023

Respectfully submitted,

**RITE AID CORPORATION**

By: /s/ Jeffrey S. Stein  
Jeffrey S. Stein  
Chief Executive Officer  
Chief Restructuring Officer  
Rite Aid Corporation

**EXHIBIT A**

**Sirota Declaration**

**KIRKLAND & ELLIS LLP**  
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*Proposed Co-Counsel to the Debtors and  
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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:  
RITE AID CORPORATION, *et al.*,  
Debtors.<sup>1</sup>

Chapter 11  
Case No. 23-18993 (MBK)  
(Jointly Administered)

**DECLARATION OF MICHAEL D. SIROTA, ESQ. IN SUPPORT OF DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF COLE SCHOTZ P.C. AS BANKRUPTCY  
CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

I, MICHAEL D. SIROTA, ESQ. pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare:

1. I am an attorney at law and shareholder of the law firm of Cole Schotz P.C. ("Cole Schotz"). Cole Schotz is a law firm of over 170 attorneys, having its principal offices at Court

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

Plaza North, 25 Main Street, Hackensack, New Jersey 07601, with other offices in New York, Delaware, Maryland, Texas, and Florida. This Declaration (the “Declaration”) is submitted pursuant to sections 327, 329, and 504 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”).

2. This Declaration is made in support of the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Cole Schotz P.C. as Bankruptcy Co-Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (the “Application”),<sup>2</sup> filed concurrently herewith. This Declaration also is submitted as the statement required pursuant to Section D.1 of the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013 (the “U.S. Trustee Guidelines”), promulgated by the Office of the United States Trustee (the “U.S. Trustee”).

3. I am familiar with the matters set forth herein and make this Declaration in support of the Application.

### **I. COLE SCHOTZ’S QUALIFICATIONS**

4. Cole Schotz was retained in October of 2023 to work with the Debtors, Kirkland & Ellis LLP and Kirkland & Ellis International LLP (“K&E”), and the Debtors’ other advisors to explore the Debtors’ strategic alternatives. Since being engaged, Cole Schotz has worked closely with the Debtors, K&E and the Debtors’ other advisors in connection with the Debtors’ restructuring initiatives. As a result of this work, Cole Schotz has acquired significant knowledge about the Debtors, their businesses, and many of the potential legal issues that may arise in the

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.



context of these Chapter 11 Cases that makes it uniquely suited to serve as Debtors' bankruptcy co-counsel.

5. The Debtors have selected Cole Schotz because the members and associates of Cole Schotz possess extensive knowledge and considerable expertise in the fields of bankruptcy, insolvency, reorganizations, debtors' and creditors' rights, debt restructuring, and corporate reorganizations, among others. In addition, the attorneys at Cole Schotz also have substantial experience appearing before the courts in this district and are familiar with local practice and procedure. The Debtors believe Cole Schotz has assembled a team of highly-qualified professionals and paraprofessionals to provide services to them in these Chapter 11 Cases, have determined that the retention of bankruptcy co-counsel is necessary to the successful administration of these cases, and submit that Cole Schotz's employment would be in the best interests of their estates. Cole Schotz's complex chapter 11 experience, as well as its extensive practice before this Court and knowledge of the local rules and practices, make it substantively and geographically ideal to efficiently serve the needs of the Debtors. Cole Schotz regularly represents Chapter 11 debtors, including retailers, throughout New Jersey and nationally and, thus, is well qualified to serve as bankruptcy co-counsel to the Debtors in these Chapter 11 proceedings.

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*Inc.*, Case No. 20-18368 (MBK); *In re Modell's Sporting Goods, Inc.*, Case No. 20-14179 (VFP); *In re Cinram Group, Inc.*, Case No. 17-15258 (VFP); *In re Saint Michael's Medical Center, Inc.*, Case No. 15-24999 (VFP); *In re Crumbs Bake Shop, Inc.*, Case No. 14-24287 (MBK); *In re Revel AC, Inc.*, Case No. 14-22654 (GMB); *In re MEE Apparel LLC*, Case No. 14-16484 (CMG); *In re Dots, LLC*, Case No. 14-11016 (MBK); *710 Long Ridge Road Operating Company II, LLC*, Case No. 13-13653 (DHS); *In re Big M, Inc.*, Case No. 13-10233 (MBK); *In re Tarragon Corporation*, Case No. 09-10555 (DHS); *In re Marcal Paper Mills, Inc.*, Case No. 06-21886 (MS); *In re Best Manufacturing Group LLC*, Case No. 06-17415 (DHS).

7. In sum, the Debtors believe that Cole Schotz is both well-qualified and uniquely able to represent them in an efficient and timely manner and that the services of Cole Schotz are necessary and essential to the Debtors' performance of their duties as debtors in possession.

## **II. SERVICES TO BE PROVIDED**

8. The Debtors seek to retain Cole Schotz as their bankruptcy co-counsel to advise and represent the Debtors in certain aspects of their Chapter 11 Cases and to advise the Debtors with respect to local rules, procedures, and customs in connection with the performance of the following legal services:

- (a) providing the Debtors with advice, based on their extensive experience practicing in the District of New Jersey, regarding the Debtors' rights, powers, and duties as debtors in possession in continuing to operate and manage their assets and business;
- (b) providing legal advice and services regarding local rules, practices and procedures including Third Circuit law;
- (c) providing certain services in connection with the administration of the Chapter 11 Cases including, without limitation, preparing agendas, hearing notices, and hearing binders of documents and pleadings;
- (d) reviewing and commenting on proposed drafts of pleadings to be filed with the Court;

- (e) appearing in Court and at any meeting with the United States Trustee and any meeting of creditors;
- (f) providing legal advice and services on any matter on which K&E may have a conflict or as needed based on specialization;
- (g) performing all other legal services for and on behalf of the Debtors which may be necessary or appropriate in the administration of their Chapter 11 Cases and fulfillment of their duties as debtors in possession; and
- (h) responding to creditor and party-in-interest inquiries directed to Cole Schotz.

9. By separate application, the Debtors have also asked the Court to approve the retention of K&E as bankruptcy co-counsel to the Debtors. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Cole Schotz will continue to coordinate with K&E and any other firms the Debtors retain regarding their respective responsibilities in these Chapter 11 Cases.

10. K&E is primarily responsible for the following:

- (a) advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties, and coordinating with Cole Schotz with respect to local nuances regarding same;
- (b) advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- (c) attending meetings and negotiating with representatives of creditors and other parties in interest;
- (d) taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- (e) preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- (f) representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;

- (g) advising the Debtors in connection with any potential sale of assets;
- (h) appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- (i) advising the Debtors regarding tax matters;
- (j) taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto;
- (k) performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters; and
- (l) responding to creditor and party-in-interest inquiries directed to K&E.

### **III. PROFESSIONAL COMPENSATION**

11. Cole Schotz intends to apply to the Court for allowance of compensation and reimbursement of out-of-pocket expenses incurred after the Petition Date in connection with the Chapter 11 Cases on an hourly basis, subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and any orders entered in these cases governing the compensation and reimbursement of professionals for services rendered and charges and disbursements incurred.

12. The attorneys and paralegals primarily responsible for representing the Debtors and their current standard hourly rates are:

<b>Name</b>	<b>Title</b>	<b>Hourly Rate</b>
Michael D. Sirota	Member	\$1,475.00
Warren A. Usatine	Member	\$1,150.00
Felice R. Yudkin	Member	\$850.00
Seth Van Aalten	Member	\$1,050.00
Matteo Percontino	Associate	\$645.00
Andreas Milliaressis	Associate	\$575.00

Danielle Delehanty	Paralegal	\$365.00
Frances Pisano	Paralegal	\$380.00

13. Other attorneys, paralegals, and case management clerks will be involved in representing the Debtors. The range of hourly rates for such professionals are:

Position	Rates
Members	\$585 to \$1,475 per hour
Special Counsel	\$620 to \$750 per hour
Associates	\$375 to \$570 per hour
Paralegals	\$365 to \$380 per hour

14. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. There are no alternative fee arrangements from customary billing. Further, no professional has varied his or her rate based on geographic location.

15. Cole Schotz will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered.

16. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Cole Schotz shall provide ten (10) days' prior notice of any such increases to the Debtors, the United States Trustee, and any official committee appointed in these Chapter 11 Cases.

17. It is Cole Schotz's policy to charge its clients in all areas of practice for out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone calls, mail and express mail, special or hand delivery, outgoing facsimiles, photocopying, scanning and/or printing, computer assisted research (which shall not be more than the actual cost incurred by Cole Schotz in performing such research), travel, "working meals," transcription, as well as non-ordinary overhead expenses such as secretarial and

other overtime. Cole Schotz will charge for these expenses in a manner and at rates consistent with charges made generally to its other clients, subject to Local Rule 2016-1.

18. Cole Schotz will submit detailed statements to the Court setting forth the services rendered and seeking compensation and reimbursement of expenses (including, when appropriate, authority to apply the Retainer (defined below)).

#### **IV. COMPENSATION RECEIVED FROM THE DEBTORS**

19. As set forth in the Sirota Declaration, during the ninety days prior to the Petition Date, the Debtors paid Cole Schotz \$411,945.84 representing Cole Schotz's fees for services rendered and expenses incurred including the filing fees for the Chapter 11 petitions. As of the Petition Date, Cole Schotz was holding, on behalf of the Debtors, a retainer in the amount of \$783,054.16 (the "Retainer") in connection with these Chapter 11 Cases.

#### **V. DISINTERESTEDNESS OF PROFESSIONALS**

20. Insofar as I have been able to ascertain through diligent inquiry, except as set forth in this Declaration, neither I, Cole Schotz, nor any professional employee of Cole Schotz have any connection with the Debtors, their creditors, any other party-in-interest, their current respective attorneys or professionals, the U.S. Trustee or any person employed in the Office of the U.S. Trustee, nor do we hold or represent any entity having an adverse interest in the Debtors' Chapter 11 Cases. Neither I, Cole Schotz, nor any professional employee of Cole Schotz is related professionally to the Debtors, their creditors, or any other party-in-interest herein or their respective attorneys or professionals. Notwithstanding the foregoing, Cole Schotz currently represents, and in the past has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seek to retain in connection with these Chapter 11 Cases. Cole Schotz's current and prior representations of these professionals has been in matters

unrelated to the Debtors or these Chapter 11 Cases. Cole Schotz has not represented, and will not represent, any such professionals in connection with any matter in these Chapter 11 Cases during the pendency of these Chapter 11 Cases. I do not believe that Cole Schotz's current or prior representation of these professionals precludes Cole Schotz from meeting the disinterestedness standard under the Bankruptcy Code

21. In preparing this Declaration, I used a set of procedures developed by Cole Schotz to ensure full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules regarding the retention of professionals by a debtor in possession (the "Retention Procedures"). Pursuant to the Retention Procedures, and under my direction and supervision, Cole Schotz performed a conflict of interest search to identify any actual or potential conflicts of interest. The Retention Procedures included:

- (a) Through conversations with K&E and the Debtors' advisors, Cole Schotz attorneys, and other resources available to Cole Schotz, a list of the following entities was developed: (i) Debtors; (ii) Known Affiliates; (iii) Directors & Officers; (iv) Bankruptcy Judges and Staff; (v) Banks; (vi) Lenders & UCC Lien Parties; (vii) Administrative Agents; (viii) Surety & Letters of Credit Parties; (ix) Customers; (x) Insurance Providers; (xi) Landlords; (xii) Litigation Counterparties; (xiii) Unions; (xiv) Utility Providers; (xv) Vendors; (xvi) Debtors' Top 50 Creditor; (xvii) Notice of Appearance Parties; (xviii) Official Committee of Tort Claimants Members; (xix) Official Committee of Unsecured Creditors Members; (xx) Ordinary Course Professionals; (xxi) Bankruptcy Professionals; (xxii) Potential Participants in Sales Process; (xxiii) Significant Competitors; (xxiv) Taxing Authorities; (xxv) Governmental & Regulatory Agencies; (xxvi) the Office of the U.S. Trustee, and (xxvi) all other parties listed on the attached **Schedule 1** (collectively, the "Entity List").
- (b) Cole Schotz maintains a database of current and former clients and related information (the "Database"). Cole Schotz (i) searched the Database and compiled a list of those entities for which Cole Schotz attorney fees were billed during the past three years (the "Client List"); and (ii) circulated the Entity List, via e-mail, to all of its employees in order to solicit potential conflicts or connections that might not be uncovered through the Database.
- (c) Cole Schotz compared the names on the Entity List with the names on the Client List and the responses from the employee e-mail solicitation to

identify potential matches, to determine whether these matches are with current clients, and, if so, to identify the Cole Schotz personnel responsible for such matters.

- (d) Based on the results of that search and by making general and, when applicable, specific inquiries of Cole Schotz personnel, insofar as I have been able to ascertain after diligent inquiry, neither I, nor Cole Schotz, nor any member, counsel or associate thereof have any connection with, or have an adverse interest to, the parties on the Entity List except as set forth on **Schedule 2** hereto (the “Disclosure List”) or disclosed in this Declaration.

22. Cole Schotz has represented, currently represents, and may in the future represent entities on the Disclosure List (or their affiliates) in matters unrelated to the Debtors’ Chapter 11 Cases. The Disclosure List reflects that an entity is a “Current Client” if Cole Schotz has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past three years. The Disclosure List reflects that an entity is a “Former Client” if Cole Schotz represented such entity or a known affiliate of such entity within the past three years based on recorded attorney time charges on a matter and such matter has been formally closed.

23. Except as set forth on the Disclosure List, Cole Schotz has not represented, does not represent, and will not represent any entities on the Disclosure List in matters directly related to the Debtors or these Chapter 11 Cases. Moreover, Cole Schotz will not commence a cause of action in these Chapter 11 Cases against a “Current Client” unless it has an applicable waiver on file or first receives a waiver from such entity allowing it to commence such an action. To the extent that a waiver does not exist or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by K&E or other counsel that may be retained. To the best of my knowledge, none of the entities on the Disclosure List represented more than 1% of Cole Schotz’s revenue for the 2022 calendar year.



24. As a part of Cole Schotz's bankruptcy and corporate restructuring practice, Cole Schotz's clientele includes debtors, creditors' and other statutory committees, institutional creditors, asset purchasers, venture capitalists, secured parties, lessors and contract parties, equity holders, directors and officers, court-appointed fiduciaries, plan sponsors, indenture trustees, and bond insurers. The Debtors have numerous creditors and other parties-in-interest. Cole Schotz may have in the past represented, and may presently or in the future represent, creditors or parties-in-interest in addition to those specifically disclosed herein in matters unrelated to these Chapter 11 Cases. Cole Schotz believes that its representation of such creditors or other parties in such other matters has not affected and will not affect its representation of the Debtors in these proceedings.

25. In addition to its bankruptcy and corporate restructuring practice, Cole Schotz is a full-service law firm with active real estate, corporate, finance, construction, litigation, environmental, employment, tax, trust and estates, and white-collar defense practices. Cole Schotz appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of whom now or may in the future represent or be deemed adverse to claimants or parties-in-interest in these cases.

26. In addition to the matters on the Disclosure List, McManimon, Scotland & Bauman, LLC ("MSB") has been engaged in this case as local counsel for McKesson Corporation ("McKesson"), a creditor and contract counterparty of the Debtors. McKesson's lead counsel are Buchalter and Sidley Austin LLP. Shoshana Schiff, a partner, at MSB, is the wife of Warren Usatine, a partner at Cole Schotz. I have been advised that Ms. Schiff is not working on this matter and that an ethical wall has been implemented between Ms. Schiff and the team representing McKesson in these cases.

27. Additionally, on September 26, 2019, the U.S. Trustee for Region 2 appointed an Official Committee of Unsecured Creditors (the “Purdue UCC”) in the chapter 11 cases of Purdue Pharma L.P. and its affiliated debtors (the “Purdue Debtors”), which cases are pending before the United States Bankruptcy Court for the Southern District of New York. *See Notice of Appointment of Official Committee of Unsecured Creditors, In re Purdue Pharma L.P., et al.*, Case No. 19-23649 (SHL) (Bankr. S.D.N.Y. Sep. 27, 2019) [ECF No. 131]. The Purdue UCC retained Cole Schotz as its efficiency counsel and Cole Schotz continues to serve in that role. The Purdue Debtors include multiple entities that were named as co-defendants with the Debtors in various prepetition lawsuits arising from the opioid crisis, and such entities may hold contingent common law contribution claims against the Debtors. In addition, the Debtors may hold contingent common law contribution claims against the Purdue Debtors. As such, Cole Schotz will abstain from being involved in any matters related to the Purdue Debtors’ claims (if any) against any of the Debtors. Similarly, in the Purdue cases, Cole Schotz will abstain from being involved in any matters related to any of the Debtors’ claims (if any) against Purdue. In order to avoid the appearance of impropriety and to avoid any improper disclosure of confidences of the Debtors, Cole Schotz has established an ethical wall between the attorneys and staff who represented the Purdue UCC within the past year and the attorneys and staff representing the Debtors.

28. On October 27, 2020, the U.S. Trustee for Region 3 appointed the Official Committee of Opioid Related Claimants (the “Mallinckrodt OCC”) in the first chapter 11 cases of Mallinckrodt PLC and its affiliated debtors (the “Mallinckrodt Debtors”), which cases were pending before the United States Bankruptcy Court for the District of Delaware. *See Notice of Appointment of Opioid Related Claimants Committee, In re Mallinckrodt PLC*, Case No. 20-12522 (JTD) (Bankr. D. Del. Oct. 27, 2020) [ECF No. 308]. The Mallinckrodt OCC retained Cole Schotz

as its Delaware and efficiency co-counsel. That retention has since concluded. Additionally, pursuant to the Fourth Amended Plan of Reorganization of the Mallinckrodt Debtors, the Opioid Master Disbursement Trust II was created on June 16, 2022. The Opioid Master Disbursement Trust II retained Cole Schotz. In connection with that matter, the Debtors filed nine (9) opioid related claims, the reconciliation of which is within the purview of the Opioid Maser Disbursement Trust II. The Debtors may hold other claims against the Mallinckrodt Debtors. As such, Cole Schotz will abstain from being involved in any matters related to the Mallinckrodt Debtors' claims (if any) against any of the Debtors. Similarly, in the Mallinckrodt cases, Cole Schotz will abstain from being involved in any matters related to any of the Debtors' claims against Mallinckrodt. In order to avoid the appearance of impropriety and to avoid any improper disclosure of confidences of the Debtors, Cole Schotz has established an ethical wall between the attorneys and staff who represented the Mallinckrodt OCC and Opioid Master Disbursement Trust II within the past year and the attorneys and staff representing the Debtors.

29. Despite the efforts described above to identify and disclose Cole Schotz's connections with the Entity List, because the Debtors have numerous creditors and other relationships, Cole Schotz is unable to state with certainty that every client representation or other connection has been disclosed. If Cole Schotz discovers additional information that requires disclosure, Cole Schotz will file supplemental disclosure(s) with the Court as promptly as possible.

30. To the best of my knowledge, Cole Schotz has not been retained to assist any entity or person other than the Debtors on matters relating to, or in connection with, these cases. If this Court approves the proposed employment of Cole Schotz as co-counsel to the Debtors, Cole Schotz will not accept any engagement or perform any services in these cases for any entity or

person other than the Debtors. Cole Schotz may, however, continue to provide professional services to, and engage in commercial or professional relationships with, entities or persons that may be creditors of the Debtors or parties-in-interest in these cases; *provided, however*, that such services do not and will not relate to, or have any direct connection with, these cases.

31. Thus, pursuant to section 327(a) of the Bankruptcy Code, Cole Schotz does not hold or represent any interests adverse to the Debtors, their creditors, or their estates.

32. Cole Schotz also is a disinterested person within the meaning of section 101(14) of the Bankruptcy Code in that Cole Schotz, its members, counsel, and associates:

- (a) are not creditors, equity security holders, or insiders of the Debtors;
- (b) are not and were not, within two years before the Petition Date, a director, officer, or employee of the Debtors; and
- (c) do not hold an interest materially adverse to the interest of the estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

33. Accordingly, based upon information available to me, I submit that Cole Schotz is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code and the requirements of section 327(a) of the Bankruptcy Code are satisfied in respect of the matters upon which Cole Schotz is to be engaged in these Chapter 11 Cases.

## **VI. STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

34. Cole Schotz also will make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with the Application and the interim and final fee applications to be filed by Cole Schotz.

35. In that regard, the following is provided in response to the request for additional information set forth in Paragraph D.1. of the U.S. Trustee Guidelines:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

**Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

**Question:** If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Cole Schotz has never represented the client before.

**Question:** Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Response: Cole Schotz is currently formulating a budget and staffing plan, which it will review with the Debtors. Cole Schotz will file its budgets and staffing plans in connection with any and all applications for interim and final compensation they file these Chapter 11 Cases

36. No promises have been received by Cole Schotz nor any member or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

37. Pursuant to section 504 of the Bankruptcy Code, no agreement or understanding exists between Cole Schotz and any other person to share any compensation or reimbursement of expenses to be paid to Cole Schotz in these proceedings.

38. The proposed engagement of Cole Schotz is not prohibited by Bankruptcy Rule 5002.

39. Cole Schotz will abide by the terms of any orders entered in these cases governing the compensation and reimbursement of professionals for services rendered and charges and disbursements incurred.

40. By reason of the foregoing, I believe Cole Schotz is eligible for employment and retention by the Debtors pursuant to section 327(a) of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules.

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on November 21, 2023

/s/ Michael D. Sirota  
MICHAEL D. SIROTA

**SCHEDULE 1**

**Entity List**

**BANKRUPTCY JUDGES AND STAFF**

ALEX BISOGNO  
ANDREW B. ALTENBURG, JR.  
ANTHONY SODONO  
ARON KAPLAN  
BENJAMIN FISCHER  
BRETT CROW  
CAROLYN GAUVIN  
CHARLENE RICHARDSON  
CHRISTINE M. GRAVELLE  
CHRISTY MCDONALD  
DANA MUCCIE  
GINA PRICE  
GRAHAM STREICH  
HEATHER RENYE  
JERROLD N. POSLUSNY, JR.  
JOAN LIEZE  
JOHN K. SHERWOOD  
JUAN FILGUEIRAS  
KATHLEEN RYAN  
KEVIN HOLDEN  
MARIA FIGUERIA  
MARIELA PRIMO  
MICHAEL B. KAPLAN  
MICHAEL BROWN  
MICHAEL TEDESCO  
NICHOLAS EBEL  
NOREEN WALSH  
NTORIAN PAPPAS  
RACHEL STILLWELL  
REBECCA A. EARL  
ROSEMARY GAMBARDILLA  
SHARON MOORE  
SHARON PURCE  
STACEY L. MEISEL  
SUSAN GRECO-ERICKSEN  
SUZANNE SWEENEY  
VINCENT F. PAPALIA  
WENDY QUILES  
ZELDA HAYWOOD

**BANKRUPTCY PROFESSIONALS –  
OTHER**

A&G REALTY PARTNERS

BERKELEY RESEARCH GROUP  
BROWN RUDNICK LLP  
CHOATE HALL & STEWART LLP  
CONVERSUS GROUP LLC  
EVERCORE INC.  
FREJKA PPLC  
FTI CONSULTING  
HOULIHAN LOKEY, INC.  
JOELE FRANK  
KATTEN MUCHIN ROSENMAN LLP  
KOBRE & KIM  
KRAMER LEVIN NAFTALIS & FRANKEL  
LLP  
MILBANK LLP  
PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP  
STEVEN G. PANAGOS  
WILSON SONSINI GOODRICH & ROSATI

**BANKRUPTCY PROFESSIONALS –  
RETAINED**

ALVAREZ AND MARSAL  
COLE SCHOTZ, P.C.  
GUGGENHEIM SECURITIES, LLC  
KIRKLAND & ELLIS LLP  
KROLL RESTRUCTURING

**BANKS/LENDER/UCC LIEN  
PARTIES/ADMINISTRATIVE  
AGENTS**

AEGON USA INVESTMENT  
MANAGEMENT, LLC  
ALLIANCEBERNSTEIN, L.P. (U.S.)  
AMUNDI ASSET MANAGEMENT S.A.S.  
APERTURE INVESTORS, LLC  
APPLE BANK FOR SAVINGS  
ATLANTIC UNION BANK  
AVIVA INVESTORS GLOBAL SERVICES,  
LTD (U.K.)  
AXA INVESTMENT MANAGERS (U.S.),  
INC.  
BANCO DE SABADELL S.A.  
BANCO GENERAL S.A.  
BANK OF AMERICA

BANK OF AMERICA MERRILL LYNCH  
PROPRIETARY TRADING  
BANK OF AMERICA, N.A.  
BARCLAYS CAPITAL, INC.  
BLACKROCK ADVISORS, LLC  
BMO ASSET MANAGEMENT, INC.  
BMO BANK N.A.  
BMO HARRIS BANK  
BNP PARIBAS ASSET MANAGEMENT UK,  
LTD  
BONDBLOXX INVESTMENT  
MANAGEMENT CORPORATION  
BOUSSARD & GAVAUDAN INVESTMENT  
MANAGEMENT, LLP  
BRACEBRIDGE CAPITAL, LLC  
BRIGADE CAPITAL MANAGEMENT, L.P.  
CALAMOS ADVISORS, LLC  
CALIFORNIA PUBLIC EMPLOYEES  
RETIREMENT SYSTEM  
CAPITAL ONE  
CAPITAL ONE, NATIONAL ASSOCIATION  
CASTLEKNIGHT MANAGEMENT, L.P.  
CATHAY BANK  
CELFF ADVISORS, LLP  
CHARLES SCHWAB INVESTMENT  
MANAGEMENT, INC.  
CHOATE, HALL & STEWART LLP  
CI INVESTMENTS, INC.  
CIBC ASSET MANAGEMENT, INC.  
CITIGROUP GLOBAL MARKETS, INC.  
CITIZENS BANK  
CITIZENS BANK, N.A.  
CLEARSTREAM BANK  
DBX ADVISORS, LLC  
ERSTE ASSET MANAGEMENT GMBH  
EUROCLEAR BANK  
FIDELITY NATIONAL FINANCIAL, INC.  
(ASSET MANAGEMENT)  
FIERA CAPITAL CORPORATION (ASSET  
MANAGEMENT)  
FIFTH THIRD BANK  
FIFTH THIRD BANK, NATIONAL  
ASSOCIATION  
FINECO ASSET MANAGEMENT DAC  
FIRST-CITIZENS BANK & TRUST  
COMPANY  
FLOW TRADERS U.S., LLC  
FOURTEEN CAPITAL, L.P.  
FULCRA ASSET MANAGEMENT, INC.  
GOLDENTREE ASSET MANAGEMENT, L.P.

GOLDMAN SACHS ASSET MANAGEMENT  
INTERNATIONAL  
HARRIS TRUST AND SAVINGS BANK  
HG VORA CAPITAL MANAGEMENT, LLC  
HORIZON HEALTHCARE SERVICES, INC.  
HUDSON BAY CAPITAL MANAGEMENT,  
L.P.  
IA CLARINGTON INVESTMENTS, INC.  
ING CAPITAL LLC  
INVESCO CAPITAL MANAGEMENT, LLC  
IPG INVESTMENT ADVISORS, LLC  
J.P. MORGAN INVESTMENT  
MANAGEMENT, INC.  
J.P. MORGAN SECURITIES, LLC  
JANE STREET CAPITAL, LLC  
JEFFERIES, LLC  
JUPITER ASSET MANAGEMENT, LTD  
(U.K.)  
KEYBANK  
KEYBANK NATIONAL ASSOCIATION  
LOOMIS SAYLES & COMPANY, L.P.  
MACKAY SHIELDS, LLC  
MACQUARIE ASSET MANAGEMENT (NZ),  
LTD  
MAN GLG PARTNERS, L.P.  
MANULIFE INVESTMENT MANAGEMENT  
(U.S.), LLC  
MARATHON ASSET MANAGEMENT, L.P.  
MAREX CAPITAL MARKETS, INC.  
MELLON INVESTMENTS CORPORATION  
METLIFE INVESTMENT MANAGEMENT,  
LLC  
MIDOCEAN CREDIT PARTNERS  
MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK  
MORGAN STANLEY INVESTMENT  
MANAGEMENT INC.  
MUFG BANK, LTD.  
NEW JERSEY DIVISION OF INVESTMENT  
NOMURA CORPORATE RESEARCH AND  
ASSET MANAGEMENT, INC. (U.S.)  
NORTH DAKOTA STATE INVESTMENT  
BOARD  
NORTHEAST INVESTORS TRUST  
NORTHERN TRUST INVESTMENTS, INC.  
NUVEEN ASSET MANAGEMENT, LLC  
NYCB SPECIALTY FINANCE COMPANY,  
LLC  
NYCB SPECIALTY FINANCE COMPANY,  
LLC, A WHOLLY OWNED



SUBSIDIARY OF FLAGSTAR BANK,  
N.A.  
NYKREDIT ASSET MANAGEMENT A/S  
OPUS INVESTMENT MANAGEMENT, INC.  
OSP, LLC  
OWL CREEK ASSET MANAGEMENT, L.P.  
PENSION RESERVES INVESTMENT  
MANAGEMENT BOARD (PRIM)  
PENSIONDANMARK  
PENSIONSKASSE SBB  
PFA ASSET MANAGEMENT A/S  
PGIM, INC.  
PIMCO - PACIFIC INVESTMENT  
MANAGEMENT COMPANY  
PINNACLE CAPITAL, LTD  
PNC BANK  
PNC BANK, NATIONAL ASSOCIATION  
POLEN CAPITAL CREDIT, LLC  
RBC CAPITAL MARKETS, LLC  
RBC GLOBAL ASSET MANAGEMENT, INC.  
RYAN LABS ASSET MANAGEMENT, INC.  
SCHRODER INVESTMENT MANAGEMENT  
NORTH AMERICA, INC.  
SIEMENS FINANCIAL SERVICES, INC.  
SILVER POINT CAPITAL, L.P. (U.S.)  
SIXTH STREET ADVISERS, LLC (TPG  
CAPITAL)  
SMH CAPITAL ADVISORS, LLC  
STATE OF WISCONSIN INVESTMENT  
BOARD  
STATE STREET GLOBAL ADVISORS  
(SSGA)  
T. ROWE PRICE ASSOCIATES, INC.  
TD BANK  
TD BANK, N.A.  
THE BANK OF NEW YORK MELLON  
CORPORATION (WEALTH  
MANAGEMENT)  
THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A.  
THE HUNTINGTON NATIONAL BANK  
TPG CAPITAL, L.P.  
TRUIST BANK  
U.S. BANK  
U.S. BANK NATIONAL ASSOCIATION  
U.S. BANK NATIONAL ASSOCIATION  
UBS AG, STAMFORD BRANCH  
UBS SWITZERLAND AG (BRACEBRIDGE)  
UNITED EQUITIES COMMODITIES  
COMPANY  
VIDENT INVESTMENT ADVISORY, LLC

VIRTU AMERICAS, LLC  
VIRTUS FIXED INCOME ADVISERS, LLC  
VOYA INVESTMENT MANAGEMENT, LLC  
WALLEYE CAPITAL, LLC  
WEBSTER BUSINESS CREDIT  
WEBSTER BUSINESS CREDIT, A DIVISION  
OF WEBSTER BANK, N.A.  
WELLINGTON MANAGEMENT COMPANY,  
LLP  
WELLS FARGO BANK  
WELLS FARGO BANK, NATIONAL  
ASSOCIATION  
WELLS FARGO SECURITIES, LLC  
WHITEBOX ADVISORS, LLC

**CUSTOMERS**

ALTERWOOD ADVANTAGE  
AMWINS  
ASTIVA HEALTH INC.  
CARE N CARE  
CITY OF PHOENIX  
CITY OF WICHITA  
COMMUNICARE ISNP  
COX HEALTHPLANS  
DEACONESS HEALTH SYSTEM  
FRESNO UNIFIED SCHOOL DISTRICT  
GOOD RX  
IMPERIAL HEALTH PLAN  
J.B. POINDEXTER & CO. INC.  
JOHNSON COUNTY, KS GOVERNMENT  
LEGGETT AND PLATT INC.  
MEDICAL CARD SYSTEM  
MO-KAN SHEET METAL WORKERS  
MY CHOICE WISCONSIN  
NEW MEXICO MEDICAL INSURANCE  
POOL  
PROVIDER PARTNERS MISSOURI  
ADVANTAGE PLAN  
PROVIDER PARTNERS TEXAS  
ADVANTAGE PLAN  
PUGET SOUND ELECTRICAL WORKERS  
TAKECARE INSURANCE  
TEXAS INDEPENDENCE HEALTH PLAN  
UFCW & EMPLOYERS BENEFIT TRUST  
VALLEY HEALTH SYSTEM  
VALLEY MEDICAL CENTER

**DEBTORS**

1515 WEST STATE STREET - BOISE,  
IDAHO, LLC  
1740 ASSOCIATES, LLC  
4042 WARRENSVILLE CENTER ROAD  
WARRENSVILLE OHIO, INC.  
5277 ASSOCIATES, INC.  
5600 SUPERIOR PROPERTIES, INC.  
ADVANCE BENEFITS LLC  
APEX DRUG STORES, INC.  
ASCEND HEALTH TECHNOLOGY LLC  
BROADVIEW AND WALLINGS-  
BROADVIEW HEIGHTS, OHIO, INC.  
DESIGN RX HOLDINGS LLC  
DESIGN RX, LLC  
DESIGN RXCLUSIVES, LLC  
DRUG PALACE, INC.  
ECKERD CORPORATION  
EDC DRUG STORES, INC.  
ELIXIR HOLDINGS, LLC  
ELIXIR PHARMACY, LLC  
ELIXIR PUERTO RICO, INC.  
ELIXIR RX OPTIONS, LLC  
ELIXIR RX SOLUTIONS OF NEVADA, LLC  
ELIXIR RX SOLUTIONS, LLC  
ELIXIR SAVINGS, LLC  
FIRST FLORIDA INSURERS OF TAMPA,  
LLC  
GDF, INC.  
GENOVESE DRUG STORES, INC.  
GETTYSBURG AND HOOVER - DAYTON,  
OHIO, LLC  
GRAND RIVER & FENKELL, LLC  
HARCO, INC.  
HEALTH DIALOG SERVICES  
CORPORATION  
HUNTER LANE, LLC  
ILG - 90 B AVENUE LAKE OSWEGO, LLC  
JCG (PJC) USA, LLC  
JCG HOLDINGS (USA), INC.  
JUNIPER RX, LLC  
K&B ALABAMA CORPORATION  
K&B LOUISIANA CORPORATION  
K&B MISSISSIPPI CORPORATION  
K&B SERVICES, INC.  
K&B TENNESSEE CORPORATION  
K&B TEXAS CORPORATION  
K&B, INCORPORATED  
LAKEHURST AND BROADWAY  
CORPORATION

LAKER SOFTWARE, LLC  
LMW - 908 AVENUE LAKE OSWEGO, INC.  
MAXI DRUG NORTH, INC.  
MAXI DRUG SOUTH L.P.  
MAXI DRUG, INC.  
MAXI GREEN, INC.  
MUNSON & ANDREWS, LLC  
NAME RITE, LLC  
P.J.C. DISTRIBUTION, INC.  
P.J.C. REALTY CO., INC.  
PDS-1 MICHIGAN, INC.  
PERRY DISTRIBUTORS, INC.  
PERRY DRUG STORES, INC.  
PJC LEASE HOLDINGS, INC.  
PJC MANCHESTER REALTY LLC  
PJC OF MASSACHUSETTS, INC.  
PJC OF RHODE ISLAND, INC.  
PJC OF VERMONT, INC.  
PJC PETERBOROUGH REALTY LLC  
PJC REALTY MA, INC.  
PJC REVERE REALTY LLC  
PJC SPECIALTY REALTY HOLDINGS, INC.  
RCMH, LLC  
RDS DETROIT, INC.  
READ'S INC.  
REDICLINIC ASSOCIATES, INC.  
REDICLINIC OF DALLAS-FORT WORTH,  
LLC  
REDICLINIC OF DC, LLC  
REDICLINIC OF DE, LLC  
REDICLINIC OF MD, LLC  
REDICLINIC OF PA, LLC  
REDICLINIC OF VA, LLC  
REDICLINIC US, LLC  
REDICLINIC, LLC  
RICHFIELD ROAD - FLINT, MICHIGAN,  
LLC  
RITE AID CORPORATION  
RITE AID DRUG PALACE, INC.  
RITE AID HDQTRS. CORP.  
RITE AID HDQTRS. FUNDING, INC.  
RITE AID LEASE MANAGEMENT  
COMPANY  
RITE AID OF CONNECTICUT, INC.  
RITE AID OF DELAWARE, INC.  
RITE AID OF GEORGIA, INC.  
RITE AID OF INDIANA, INC.  
RITE AID OF KENTUCKY, INC.  
RITE AID OF MAINE, INC.  
RITE AID OF MARYLAND, INC.  
RITE AID OF MICHIGAN, INC.

RITE AID OF NEW HAMPSHIRE, INC.  
RITE AID OF NEW JERSEY, INC.  
RITE AID OF NEW YORK, INC.  
RITE AID OF NORTH CAROLINA, INC.  
RITE AID OF OHIO, INC.  
RITE AID OF PENNSYLVANIA, LLC  
RITE AID OF SOUTH CAROLINA, INC.  
RITE AID OF TENNESSEE, INC.  
RITE AID OF VERMONT, INC.  
RITE AID OF VIRGINIA, INC.  
RITE AID OF WASHINGTON, D.C., INC.  
RITE AID OF WEST VIRGINIA, INC.  
RITE AID ONLINE STORE, INC.  
RITE AID PAYROLL MANAGEMENT, INC.  
RITE AID REALTY CORP.  
RITE AID ROME DISTRIBUTION CENTER,  
INC.  
RITE AID SPECIALTY PHARMACY, LLC  
RITE AID TRANSPORT, INC  
RITE INVESTMENTS CORP.  
RITE INVESTMENTS CORP., LLC  
RX CHOICE, INC.  
RX INITIATIVES, LLC  
RX USA, INC.  
THE BARTELL DRUG COMPANY  
THE JEAN COUTU GROUP (PJC) USA, INC.  
THE LANE DRUG COMPANY  
THRIFT DRUG, INC.  
THRIFTY CORPORATION  
THRIFTY PAYLESS, INC.  
TONIC PROCUREMENT SOLUTIONS, LLC

**DIRECTOR/OFFICER**

ARUN NAYAR  
BARI HARLAM  
BRUCE G. BODAKEN  
CARRIE TEFFNER  
CHRIS DUPAUL  
ELIZABETH BURR  
JEANNIEY WALDEN  
JEFFREY S. STEIN  
JESSICA KAZMAIER  
JUSTIN MENNEN  
KAREN STANIFORTH  
KATE B. QUINN  
LOUIS P. MIRAMONTES  
MATT SCHROEDER  
PAMELA KOHN  
PAUL KEGLEVIC  
RAND GREENBLATT

ROBERT E. KNOWLING, JR.  
ROGER MELTZER  
STEFAN SELIG  
STEIN ADVISORS  
WILLIAM (BILL) MILLER

**INSURANCE**

AGCS MARINE INSURANCE CO  
AIG  
AIG AEROSPACE INSURANCE SVCS.  
AIU INSURANCE CO.  
ALLIANZ  
ALLIED WORLD  
AMERICAN INTERNATIONAL  
REINSURANCE COMPANY  
AMTRUST  
ANV  
AON PLC  
APPLIED UNDERWRITERS (TEXAS)  
ARCADIAN  
ARCH UK  
ARCH US  
ARGO  
ARK  
ARROWHEAD (QBE)  
ASCOT BERMUDA  
ASCOT REINSURANCE  
ASPEN  
AWAC  
AXA XL  
AXA XL BERMUDA  
AXIS INSURANCE  
BEAZLEY UK  
BEAZLEY USA SERVICES, INC.  
BERKLEY  
BERKSHIRE HATHAWAY  
BLENHEIM UNDERWRITING LIMITED  
BOWHEAD  
BRIT ROUP  
CANOPIUS (SYNDICATE 4444)  
CGM UK  
CHATHAM INS. SVCS. (TRAVELERS)  
CHUBB  
CNA  
CONVEX  
CRUM & FORSTER  
DUAL  
EHD INSURANCE  
ENDURANCE INSURANCE  
EUCLID INSURANCE

EVANSTON INSURANCE  
EVEREST  
FIDELIS  
GREAT AMERICAN  
GREAT MIDWEST INSURANCE COMPANY  
HALLMARK SPECIALTY INS. CO.  
HAMILTON RE  
HARTFORD  
HCC INSURANCE  
HISCOX  
HUDSON  
ILLINOIS INSURANCE COMPANY  
INIGO INSURANCE  
INTACT INSURANCE  
IRONSHORE  
LIBERTY MUTUAL  
LIFE SCIENCE RISK INSURANCE  
LLOYDS OF LONDON  
MAGNA CARTA INSURANCE  
MARKEL INSURANCE  
MARSH MCLENNAN  
NATIONAL UNION  
NATIONWIDE  
NORTH ROCK INSURANCE  
OBSIDIAN INSURANCE  
QBE  
RLI  
RSUI  
SOMPO ENDURANCE US  
SOMPO UK  
STARR  
STARSTONE  
SWISS REINSURANCE  
TOKIO MARINE HCC  
TRAVELERS  
VANTAGE  
WESCO INSURANCE COMPANY  
WESTFIELD SPECIALTY  
XL  
ZURICH AMERICAN INSURANCE  
COMPANY

**KNOWN AFFILIATES – JV**

ELIXIR INSURANCE COMPANY  
HACKENSACK MERIDIAN REDICLINIC,  
LLC  
REDICLINIC AUSTIN, LLC  
REDICLINIC OF WA, LLC

**LANDLORDS**

1021 FIRST AVENUE CONWAY, LLC  
1093 GROUP, LLC  
115 MER LLC  
122 LIBERTY, LLC  
1224 BROWNSVILLE RD., L.L.C.  
1258 GROUP, LLC  
1300 WEST F STREET OAKDALE, LLC  
1472 BOSTIB ROAD, LLC  
1472 BOSTON ROAD, LLC  
149 SPRING STREET LLC  
1560 SYCAMORE LLC  
16 VICTORY INVESTMENTS  
1600 VENTURE LLC  
16200 BEAR VALLEY RD HLDG LLC  
1679, LLC  
1808 SALEM LLC  
1825 BRENTWOOD ROAD ASSOCIATES  
LLC  
185 KINGS HIGHWAY REALTY LLC  
1856 BROAD STREET ASSOCIATES, L.P.  
1912 NORTH PEARL STREET LLC  
213 SOUTH STREET PARTNERSHIP  
22 VICTORY INVESTMENTS LLC  
224 GROUP, LLC  
2260 JERUSALEM REALTY CORP.  
233 ASSOCIATES, C/O ELITE  
MANAGEMENT  
2410 BURTON, LLC  
2468 GROUP, INC.  
27 ROUND LAKE REALTY LLC  
29 ORINDA WAY LLC  
290 N. MAPLE, LLC  
2910 ASHMAN L.L.C.  
302 WEST ROBB, LLC  
327-42 FINDLAY LLC  
3301 PROPERTIES LLC  
336 UNION REALTY LLC  
35TH STROUSS ASSOCIATES  
3730 BRIGHTON ROAD, LLC  
374-384 JOHNSON AVE. CORP.  
3-D ASSOCIATES, LLC  
4 AMIGOS, LLC  
4000 WOODHAVEN HOLDINGS DE LLC  
4102 REALTY COMPANY  
416 OWNERS ASSOC., L.P.  
4628 GROUP, INC.  
4H INNS LLC  
5015 HOLDINGS, LLC  
50-52 ALLEN STREET CORP.

506 WEST MARKET STREET, LLC  
510 EAST BALTIMORE PIKE, LLC  
5116 2ND LLC  
5214 BALTIMORE ASSOCIATES LLC  
5215 PROPERTIES, L.L.C.  
526 EAST BIDWELL LLC  
5601 22ND LLC  
569 BROADWAY ASSOCIATES  
577 LARKFIELD REALTY, LLC  
577 MAST ROAD LLC  
57701 TWENTYNINE PALMS LLC  
5825 BROADWAY REALTY LLC  
6300 YORK ROAD SHOPPING CENTER LLC  
6515 ASSOCIATES LP  
6822 HAMILTON DEVELOPERS CORP  
69TH STREET RETAIL OWNER L.P.  
700 E 24TH ST, LLC  
701 ASSOCIATES  
75 DEXTER ROAD TIC I, LLC  
7900 SUNSET LP  
8222 PROPERTY LLC  
840 S MILITARY VIRGINIA BEACH  
847 STATION STREET, LLC  
901 MERRICK ROAD LLC  
92 VICTORY INVESTMENTS LLC  
9274 GROUP, INC.  
A 1825 BROADWAY LLC  
AAT DEL MONTE LLC  
ABNET REALTY COMPANY  
ACORN DEVELOPMENT LLC  
ACV EMPORIUM LLC  
ACV RAD TOLEDO LLC  
AEI FUND MANAGEMENT, INC.  
AF-SAVANNAH LLC  
AG WGI, LLC  
AGREE LIMITED PARTNERSHIP  
AGS ANSONIA LLC  
AHB ATLANTIC REALTY, LLC  
AJC PARTNERS, LLC  
AJMAL DEVELOPMENT LLC  
AKA INVESTMENT GROUP LLC  
AKMS LTD  
ALDAD & SONS REALTY INC  
ALEX ASLAN (35%)  
ALLEGRO TOWERS, LP  
ALLEN VH ASSOCIATES, LLC  
ALMONTE FRANCIS BLVD REALTY LLC  
ALPHA BETA COMPANY  
ALROSE PATCHOGUE, LLC  
ALTA & SAGINAW ASSOCIATES LLC  
ALTADENA, LLC

ALTRA REALTY LLC  
ANDERSON RETAIL, LLC  
ANDRE BYUN  
ANDRICH OF TOLEDO LLC  
APS REALTY CORP.  
ARC DBPPROP001,LLC  
ARDMORE PARTNERS, L.P.  
ARDSLEY ASSOCIATES, LLC  
ARGO YAKIMA, LLC  
ARNO & ADELHEID ROSCHER LVG TR  
ASH CENTER LLC  
ATASCADERO PREC, LLC  
ATCO EQUITIES, LLC  
ATLANTIC SQUARE LLC  
ATLAS YOUNG'S BAY, LLC  
ATR ENCINITAS LLC  
AVALON 210 WALL, LLC  
AVENUE X REALTY LLC  
B.A.G. FIGVIEW #199C, LP  
B.C.G. REALTY, INC.  
B.S. REALTY LLC  
BA ARIZONA PARTNERS LLC  
BALDRIDGE - ABERDEEN, LLC  
BALDRIDGE - MONROE, L.L.C.  
BALDRIDGE - PORT ORCHARD, LLC  
BALDRIDGE - STANWOOD, LLC  
BALDRIDGE-LACEY I, L.L.C.  
BALES FARMINGTON, LLC  
BALZAC PROPERTIES II  
BANDAID NORTH HAMPTON, LLC  
BANNING RAD, LLC  
BANSI PALMS DOLLAR TREE LLC  
BATAVIA FINE, INC  
BE FAIR LLC  
BECKETT LIMITED LIABILITY COMP  
BELLA BOTTEGA PARTNERS  
BELLMORE ASSOCIATES, LP  
BELMONT SHOPPING CENTER LP  
BERGEN STREET LLC  
BERNARD W. HUMMELT, M.D. LIMITED  
PARTNERSHIP  
BETHPAGE PROPERTIES LLC  
BFI-2 LLC  
BGN FREMONT SQUARE, LTD.  
BLACKTIDE SANTA PAULA, LLC  
BLOCK FAMILY LLC  
BLP POLK, LP, A CALIFORNIA LIMITED  
PARTNERSHIP  
BLS ASSET MANAGEMENT CORP.  
BLUE JAY CENTER, L.L.C.  
BLUE TREE LUDINGTON OH LLC

BLUE WAVE PARTNERS LLC  
BLUMEL-211 ASSOCIATES, LLC  
B-M PROPERTIES  
BMBG INVESTMENTS LLC  
BMY, LLC  
BNY EAC-I, LLC - C/O BENDERSON  
DEVELOPMENT COMPANY, LLC  
BOARDMAN PLAZA ASSOCIATES LLC  
BOLO CORPORATION  
BONACCORSO LAND COMPANY  
BOUYE GRAND BLANC LLC  
BOUYE YPSILANTI LLC  
BRANCIFORTE APARTMENTS LLC  
BREA GATEWAY CENTER, LP  
BRENNAN FROST LLC  
BRIXMOR MANAGEMENT JV 2 LLC  
BRIXMOR PLYMOUTH SQUARE LLC  
BT ABINGTON LP  
BTP MODESTO LLC  
BTS (WYOMISSING), L.P.  
BUECHE REALTY, INC.  
BUFFALO-AKRON ASSOCIATES, LLC  
BUFFALO-BAL BUSINESS TRUST  
BURIEN PLAZA LLC  
BURLEY WEST INVESTMENTS LLC  
C & P ASSOCIATES  
C & P PROPERTIES #10, LLC  
C & S PROPERTY INVESTMENT CORP.  
CAMERON APARTMENTS, GP  
CANYON CREST TOWNE CENTRE, L.L.C.  
CAPITAL DEVELOPMENT COMPANY  
CARDINAL ASSOCIATES III, L.L.C.  
CAROLE BOWEN  
CAROLINA CHERRY PROPERTIES, LP  
CARROLL PLAZA, LLC  
CARSON NORMANDIE PLAZA LLC  
CASCADE COMMONS LLC  
CASCADE SQUARE, LLC  
CENTER POINT MAIN STREET, L.L.C.  
CHAPEL SQUARE DEVELOPMENT, LLC  
CHELTEN PARTNERS LLC  
CHENG GONG NJ REALTY LLC  
CHEW & WISTER, L.P.  
CHINA LAKE & RIDGECREST, LLC  
CHIV LAND COMPANY, LLC  
CHO & PARK PROPERTY MGMT LLC  
CHRISTOS & VASILIKI BAKOLAS  
CHURCHILL SECURITY INVESTMENTS,  
LLC  
CLAIREMONT VILLAGE QUAD, LLC  
CLG PROPERTIES, L.L.C.

CLIFFORD D. STEVES SEPARATE  
PROPERTY TRUST  
CLPF HARBOUR POINTE LLC  
COASTAL SERHOE  
COLE EK PHILADELPHIA PA, LLC  
COLLEGE BLOCK  
COLONIAL DURHAM ASSOCIATES  
COLONY HOLDING COMPANY  
COLUMBIA CENTRAL GROUP, L.L.C.  
COLUMBIA/BALDWIN ASSOCIATES, LLC  
COMM 2007-C9 LOWER TIER REMIC  
CONTEMPO TEMPE  
CONTINGENCE, L.L.C.  
CONTINUUM PROPERTIES, LLC  
COOPER POINT CANYON PLAZA LLC  
COPPER & MAPLE ASSOCIATES, LLC  
COTTMAN PARTNERS LP  
CP BECKETT GROUP, INC.  
CP MANAGEMENT GROUP II LLC  
CP/IPERS WOODFIELD, LLC  
CPT SHOPS AT ROSSMOOR, LLC  
CREST PROPERTIES LLC  
CROSSTOWN DUBOIS, L.L.C.  
CSQUARED, LLC  
CUB INVESTORS, LLC  
CULVER TROPICAL GARDENS COMPANY  
CUSUMAN & GORSEN ASSOC.  
CYPRESS NORSE REALTY LLC  
D&A INVESTMENT GROUP LLC  
D&S PARADISE PROPERTY &  
INVESTMENT, LLC  
DAN MARCHETTA & COMPANY, LTD.  
DANIEL G KAMIN BANKSVILLE LLC  
DANIEL G. KAMIN  
DANIEL G. KAMIN CASTOR AVENUE LLC  
DANIEL G. KAMIN CHESTERFIELD LLC  
DANIEL G. KAMIN CLEMENTS BRIDGE  
ROAD LLC  
DANIEL G. KAMIN EAST WASHINGTON  
LANE LLC  
DANIEL G. KAMIN GLOVERSVILLE LLC  
DANIEL G. KAMIN IRONDEQUOIT LLC  
DANIEL G. KAMIN KINGSTON LLC  
DANIEL L CAPP  
DCTN 3448 PLUMSTEADVILLE PA, LLC  
DD&L ASSOCIATES II, LLC  
DEER PARK REALTY CO., LLC  
DEL MAR HIGHLANDS TCA I, LLC  
DELILAH REALTY CO.  
DELPY-ADAMS AVENUE, LLC  
DEPARTMENT OF NATURAL RESOURCES

DERRY REALTY GROUP LLC  
DETRAID LLC  
DG RAN, LLC  
DGMM, LP  
DJM NNN IV, LLC  
DMDE PROPERTIES, LP  
DMP MESA 8, LLC  
DODGE ENTERPRISE, LLC  
DONAHUE SCHRIER REALTY GROUP LP  
DOUGLAS WAY BLDG CORP  
DOVER MANAGEMENT COMPANY  
DREW MANAGEMENT CORP.  
DS CANYON PARK, LP  
DSM MB II LLC  
EAST MEADOW PLAZA REGENCY LLC  
EAST PARK DEVELOPMENT, LLC  
EASTCHESTER DEVELOPERS LLC  
ECK-ALIQUIPPA ASSOCIATES, L.P.  
ECKERD NEWS ROAD, LLC  
ECKVILLE, LP  
EDGEMARK LITTLETON, LLC  
EDWARD S & ANNA S BRUGGE  
EJM LLC  
ELBE ASSOCIATES LLC  
ELIAS PROPERTIES MANAGEMENT INC.  
AS MANAGING AGENT FOR ELIAS  
ELLIOT MEGDAL AND ALANA MEGDAL  
ELTINGVILLE SHOPPING CTR OWNER  
ENNABE PROPERTIES INC  
EPL FEDERAL LLC  
EQUITY ONE (NE PORTFOLIO) LLC  
ESTUDILLO SHOPPING CENTER  
EXCEL REALTY PARTNERS LP  
EXETER RETAIL, LLC  
FACCHINO LABARBERA HACIENDA  
FACCIOLA REAL ESTATE AND  
INVESTMENT COMPANY, LLC  
FAIR OAKS LLC  
FAIRVIEW SHOPPING CENTER  
FAMTAN ASSOCIATES  
FASO GROUP LLC  
FELFAM LIMITED PARTNERSHIP  
FELOS ASSOCIATES LLC  
FERRYPORT WINGS LLC  
FESTIVAL AT BEL AIR, LLC  
FG-10 LINCOLN HWY, LLC  
FGR EXPO 13, LLC  
FICUS COLUMNS PROPERTIES LP  
FINLEY COMPANY  
FIRST CALIFORNIA HOLDINGS, LLC  
FIVE STAR INVESTMENT COMPANY

FLATLANDS 78 L.L.C.  
FOOTHILL INVESTMENT PARTNERS, LLC  
FORTY-FORTY BROADWAY REALTY  
CORP.  
FOUR BEARS HOLDINGS LIMITED  
PARTNERSHIP  
FOUR CITY CENTER OP LP  
FOUR-H INVESTMENTS, INC.  
FOURTH AVENUES MANAGEMENT CORP.  
FOWLER CLWA LLC  
FRANKLIN FAMILY PARTNERSHIP  
FRANKLIN PLAZA, LLC  
FRED DOUG 117, LLC  
FRIEDMAN EQUITIES, LLC  
FW CA-GRANADA VILLAGE, LLC  
FW WA-EASTGATE PLAZA, LLC  
FXSC INC C/O HARPROP INC  
G&S IONIA LLC  
GABRIELSEN FAMILY LP I  
GALLASHEA PROPERTIES LLC  
GALLUP & WHALEN SANTA MARIA  
GARDEN GROVE PLAZA, LLC  
GARTIN PROPERTIES LLC  
GARY D BOBO & JOY B BOBO  
GATEWAY COMMONS DEVELOPMENT,  
LLC  
GATEWAY CORP CENTER LP  
GATEWAY PLAZA CANTON LLC  
GATOR HILLSIDE VILLAGE, LLC  
GAUBE EQUITY INVESTMENTS LLC  
GC MAIN STREET OWNERS LLC  
GELSOMIN FAMILY LTD PARTNERSHIP  
GEORGE L. MALIN AND WILLIAM N.  
WEIDMAN  
GERSHMAN PROPERTIES, LLC  
GILLEN HALL LAKE EAST LLC  
GIUSEPPE VENTIMIGLIA  
GKGF, LLC  
GLANTZ CHESAPEAKE, LLC  
GLEN COVE SHOPPING CENTER  
GLENMORE 7118 LLC  
GMF DRUG STORES, LLC  
GRAND & ELM PARTNERS, LP  
GRAND DIAMOND INVESTMENTS, LLC  
GRANT FRASER MICHIGAN, L.L.C.  
GREAT CHI INVESTMENT LLC  
GREAT NECK PLAZA, L.P.  
GREATER HILANDS LLC  
GREENSPRING MALL ASSOC.  
GREENWOOD 85TH STREET LLC  
GREG DISCHINAT

GREGORY P DISCHINAT  
GRENADIER ORTONVILLE LLC  
GRI FAIRWOOD LLC  
GRI SUNSET PLAZA, LLC  
GSL GLOBAL LLC  
GURSHINDER TUMBER, JASBUR DAGGI,  
DOUGLAS HARRISON,  
GUSTAVE MEYER BUILDING CORP.  
H & J HOLDINGS / SLO, L.L.C.  
H&C HOLDINGS LLC  
H&J 5 INVESTMENTS, LLC  
HARBOR CENTER PARTNERS, L.P.  
HARLAN D. DOUGLASS  
HARSCH INVESTMENT PROPERTIES, LLC  
HARVARD MARKET LLC  
HASTINGS RANCH INVESTMENT  
COMPANY  
HAUPPAUGE PROPERITES LLC  
HAWLEY REALTY LP  
HBC LAKE STEVENS LLC  
HBC MAGNOLIA, LLC  
HCP 1101 MADISON MOB, LLC  
HCP RRF SAND CANYON LLC  
HEMMAT FAMILY LLC  
HENBART LLC  
HERITAGE HOLDINGS MGMT GROUP  
HERITAGE VILLAGE LLC  
HF REAL ESTATE PARTNERSHIP  
HG - TOLEDO LLC  
HHL PROPERTIES LP  
HIGH POINT PROPERTIES, L.P.  
HIGH WATER JOHNSTOWN LLC  
HLC CARLISLE, LLC  
HLC LANSDALE, LLC  
HOLLYWOOD MARKET SQUARE, LLC  
HOLPSRAC, LLC  
HOROWITZ FAMILY TRUST AND  
FRANDSON FAMILY TRUST  
HOVCHILD PARTNERSHIP, LLC  
HOYT BEDFORD ASSOCIATES, L.P.  
HR, LLC  
HS BELMONT LLC  
HUBERT TSANG  
HUNTINGTON PIKE COMPANY  
HVP 2 LLC  
HW RIVERSIDE ARLINGTON LLC  
HWN-MARIPOSA ASSOCIATES, LLC  
I SCHREIBER & ASSOCIATES LLC  
I.C. SOMERVILLE, INC.  
I.C. WASHINGTON, INC.  
IA SAN PEDRO GARDEN, LLC

IMOLA CABOT PARTNERS LLC  
IMPULSO 5751 LLC  
INDEPENDENCE PLAZA SC LLC  
INGLESIDE, LLC  
INSALACO ENTERPRISES  
IREIT VALENCIA NORTHPARK LLC  
J. W. RICH INVESTMENT CO.  
JACJHIN LLC  
JACK BREITKOPF, LLC  
JAIME L. SANTANA FAMILY TRUST  
JAMES & JULEE SIEVERS  
JAMES MICHAEL CRANFORD  
JAMES P WOHL  
JAY ANDRE  
JBK VENTURES, LLC  
JEFFERSON PLACE, LLC  
JEONG IN OH  
JN 178 LLC AND JN 12 LLC  
JOAN FLORANCE ALLISON TRUST  
JOHN AND JUNE GROTHE, TRUSTEES OF  
GROTHE FAMILY TRUST  
JOHN F. TSERN, D/B/A 1001 JEFFERSON,  
LLC  
JOHN KOLLES AND KARLA KOLLES  
(18.7712% INTEREST)  
JOHN P. GROTHE AND JUNE A. GROTHE  
JONATHAN CLAYTON DEL SECCO  
JOS DEVELOPMENT GROUP LLC  
JOSEPH DE PETRIS T/A  
JOSEPH J. AND LOUISE S. MIGLIOZZI  
JRFP, LLC  
JRSJC LP  
JS ENTERPRISE HOLDINGS LLC  
JSK REALTY COMPANY  
JUMPING HORSE RANCH, INC.  
JUNE KIRKLAND, LLC  
JURI PROPERTIES LLC  
K TENTH STREET PROPERTIES LP  
KANA REALTY CORP.  
KAROGLANOV FAMILY LIVING TRUST  
KEARNEY PALMS, LLC  
KELETHIN INVESTMENTS LLC  
KERN RIVER PARTNERS, LLC  
KEYSER VILLAGE LLC  
KHASIGIAN PROPERTIES LP  
KHORRAM FAMILY INVESTMENTS LL  
KIF LLC  
KIMCO REALTY CORPORATION  
KIN PROPERTIES INC  
KIN PROPERTIES, INC.  
KINGS OCEAN REALTY, L.L.C.



KINGS PLAZA SHOPPING CENTER  
KINSMAN LLC  
KIRKLAND TOTEM LAKE VI, LLC  
KLP BURIEN TOWN PLAZA LLC  
KOHL 1536 N ATHERTON LLC  
KOULA'S, LLC  
KSL HOLDINGS-MEREDITH, NH, LLC  
KUDU INVEST, LLC  
LA CRESCENTA MARKET PLACE  
PROPERTIES, LLC  
LA SIERRA & PIERCE ASSOCIATES  
LAFAYETTE & BROADWAY, L.L.C.  
LAGUNA OAKS, LLC  
LAGUNA PROMENADE, LLC  
LAKE CITY SQUARE LLC  
LAKE LANSING RA ASSOCIATES, LLC  
LAKE SERENE SC LLC  
LAKESHORE VILLAGE CENTER LLC  
LAKESIDE MEDICAL BUILDING LLC  
LAKEVIEW PLACE BUILDING A LLC  
LAKHA PROPERTIES - MILL CREEK  
LAMAR BUILDING CO INC  
LANCASTER DEVELOPMENT COMPANY,  
LLC  
LANSING RETAIL CENTER, L.L.C.  
LARCHMONT PROPERTIES, LTD.  
LAWRENCE M KAPLAN LLC  
LDC CENTRAL PARK PLAZA, LLC  
LEE CENTER IV LLC  
LEVINE INVESTMENTS LIMITED  
PARTNERSHIP  
LEVON INVESTMENTS, L.L.C.  
LG LINDENHURST ASSOCIATES, LLC  
LIGHTHOUSE COMMONS, LLC  
LIMANTZAKIS PROPERTIES NO 2. LLC  
LIMONITE AVE. HOLDINGS, LLC  
LINCOLN CENTER, LLC  
LINCOLN HEIGHTS CENTER, LLC  
LINCOLN PARTNERSHIP 2015 LLC  
LINCOLN PROPERTIES, LTD.  
LIPT WINCHESTER ROAD INC  
LITTLE ITALY MANAGEMENT CORP.  
LITTLE SAFFORD CORPORATION  
LITTLETON REALTY TRUST  
LJOR COLOMA, LLC  
LJOR SPRING LAKE, LLC  
LLOYD WELLS GIFT TRUST  
LMK SERVICES, INC.  
LONG SIGHT PROPERTIES LLC  
LOS OSOS COMMERCIAL LLC  
LOYAL PLAZA SC LLC

LS MORRELL LLC  
LURIA FAMILY I LP  
LYNNE TANKLAGE  
LYNNFIELD CENTRE REALTY LLC  
MAAT HOLDINGS LLC  
MACK ALTER LLC  
MAGIC RABBIT VENTURES LLC  
MAGNOLIA TOWN CENTER ASSOCIATES  
MAIN & TWELFTH, L.L.C.  
MANN ENTERPRISES INC.  
MANN MILFORD RITE AID LLC  
MANP CDM, LLC & DMP CDM, LLC  
MANP LAGUNA WOODS, LLC  
MANP LOMA LINDA, LLC  
MANUEL F CUNHA & VIRGINIA E CUNHA  
MAPLE YUBA LLC  
MAR-BANK INVESTMENT COMPANY  
MARGARET WANG DREAM TRUST  
MARILYN SOPHER, TRUSTEE  
MARIST CENTERPOINT, LLC  
MARJACK, LLC  
MARK CLARKS SUMMIT NORTH  
ASSOCIATES, LP  
MARKET SQUARE PLAZA I, LLC  
MARKETPLACE PARTNERS 3, L.P.  
MARKUS ASSOCIATES LLC  
MAR-MART REALTY CO INC  
MARSHALL R. REALTY, LLC  
MARY B. MCCULLOUGH TRUST &  
BARBARA BRANCH MCCULLOCH  
TRUST PTR.  
MARYLAND SQUARE SHOPPING CENTER,  
LLC  
MATTKARR PROPERTIES LLC  
MCB-BF RA PORTFOLIO JV LLC  
MCKNIGHT REALTY GROUP # 6  
MCKNIGHT REALTY GROUP 4  
MDB LANDMARK, LLC  
MEETINGHOUSE DEVELOPMENT  
ASSOCIATES, L.P.  
MEGDAL HIGHLAND PARK LLC  
MELBOURNE ASSOCIATES VIII, L.L.C.  
MELBOURNE ASSOCIATES, VII, L.L.C.  
MERIDIAN VILLAGE ASSOCIATES  
MERMAID PLAZA ASSOCIATES, INC.  
MESA TOWN CENTER LLC  
MF ASSOCIATES  
MGP XI NORTHGATE LLC  
MI 2012 LLC  
MICHAEL A. SERLUCO  
MICHAEL J STANDING

MIDWAY SHOPPING CENTER, LLC  
MIKE & JOSEPHINE MRA, LP  
MILL AVENUE ASSOCIATES, LLC  
MILLERS FURNITURE INDUSTRIES  
MILTON ROAD NH PROPERTY, LLC  
MINDSET GURUS LLC  
MK-MENLO PLEASANT VALLEY LP  
MK-MENLO PROPERTY OWNER LLC  
MK-MENLO PROPERTY OWNER LLP  
MKR RITE LLC  
MMDG LP  
MONROE MONTROSE, LLC  
MONTEBELLO (EDENS) LLC  
MONTECITO MARKET PLACE  
ASSOCIATES  
MONTGOMERY DELVAL ASSOCIATION,  
L.P.  
MORELAND ARIZONA PROPERTIES  
MORRISVILLE REALTY LLC  
MOUNT VERNON PLAZA ASSOCIATES  
MROF / SPE III-MARYSVILLE, LLC  
MSF RACH-I, LLC  
MSF TRANSIT, LLC  
MT LEBANON COOKE LP  
MURRAY BREIDBART D/B/A BRITHYM  
REALTY CO.  
MUSSO 3636 LLC  
MUTUAL PROPERTIES, LTD.  
MV/THE VILLAGE LLC  
N.B. PENN LLC  
NAMBA ENTERPRISES, LP  
NAPOLEON 1, LLC  
NATIONAL RETAIL PROPERTIES, INC.  
NAUGATUCK RITE, LLC  
NCI SHAKER HEIGHTS RA LLC  
NCI SYLVANIA, LLC  
NEW ALPINE INVESTMENT, LLC  
NEW CENTURY ASSOCIATES GROUP, L.P.  
NEW GROUP GARDENA, LLC  
NEW WAPPINGERS CENTER POINT, LLC  
NEWARK NNN LLC  
NEWBURGH PLAZA  
NEWMAR LLC  
NFBY BUSINESS TRUST  
NIAGARA AVENUE SAN DIEGO LLC  
NIELSEN HOLDINGS, INC.  
NIKI PROPERTIES, LP  
NIKI SPRINGS, LP  
NJEK ASSOCIATES, L.L.C.  
NKT UNIVERSITY SQUARE, LLC  
NOB HILL PARTNERS LLC

NOHO VICTORY, LLC  
NORTH BROAD DEVELOPMENT  
COMPANY  
NORTH MICHIGAN HOSPITALITY INC  
NORTH NATOMAS TOWN CENTER, LLC  
NORTHERN & PARSONS LLC  
NORTHERN TRUST BANK OF CA, N.A.  
(50% OWNER)  
NOSTRAND PROPERTY OWNER LLC  
NOVARA PROPERTIES, LLC  
NOVATO FAIR SC LL  
NOVOGRODER COMPANIES, INC.  
NOVOGRODER/ADA, LLC  
NOVOGRODER/CRESTLINE, LLC  
NOVOGRODER/SUMMIT, LLC  
NOVOGRODER/ZANESVILLE, LLC  
NY PHARMACY PARTNERS LLC  
OAKLAND REAL ESTATE COMPANY, INC.  
OAKSHADE REGENCY, LLC  
OBC SALISBURY LLC  
OFP WAGRADOL PA 1, LLC  
OFP WAGRADOL PA2, LLC  
OLIVE PROPERTIES LLC  
OLIVIERA PLAZA SPE, LLC  
OM LEX, LLC; OM LEX 2, LLC  
OPPORTUNITY PROPERTY  
DEVELOPMENT, LLC  
ORANGE SQUARE, L.L.C.  
ORANGETHORPE DFWU, LLC  
OREGON CTR LLC  
ORION DEVELOPMENT RA LXVII, LLC  
ORO GRANDE, LLC & PERLA LLC  
OSBORNE ASSOCIATES VI, L.L.C.  
OSBORNE ASSOCIATES VIII, L.L.C.  
OSBORNE ASSOCIATES, V, L.L.C.  
OSJ OF PETERBOROUGH, LLC  
OVERAA ASSOCIATES  
OVERBROOK INVESTMENT PROPERTIES,  
LLC  
OW FAMILY - 901 SOQUEL, LLC  
OXFORD TOWN CENTER, LLC  
P.A.A. PROPERTY ACQUISITIONS  
ASSOCIATES, LTD.  
P2J2 SHADLE ASSOCIATES, L.L.C.  
PACIFIC 2017 LLC  
PACIFIC CENTERS LLC VIII  
PACIFIC REALTY ASSOCIATES, L.P.  
PACIFIC WEST COAST PROPERTIES LLC  
PACIFIC/COSTANZA-LEWIS  
PACIFIC/COSTANZO-LEWIS  
PACIFIC/COSTANZO-RITE AID

PACKARD ANN ARBOR LLC  
PACOIMA PLAZA PARTNERSHIP  
PAN PACIFIC PROPERTIES  
PANOS PROPERTIES LLC  
PARISEL LLC & WORCHELL TRUST  
PARK VIEW PARTNERS  
PARKADE INVESTORS LLC  
PARKVILLE PROPERTIES, LLC  
PASI, INC.  
PAUL L GOULD TRUSTEE OF  
PAUL MASTROPIERI  
PAUL S ICHORD  
PAULO, CHARISE, PEDRO AND CAROL  
PETROVITCH  
PAVILION DEVELOPMENT ONE  
PAVILION DEVELOPMENT THREE  
PAVILLION DEVELOPMENT TWO  
PENN HILLS RETAIL, LP  
PENTON COMPANY  
PEQUA JAZ LLC AS AGENT FOR  
PERRY PLACE APARTMENTS  
PETE AND ERLINDA ORTIZ  
PETER BIHARI  
PETERKORT TOWNE SQUARE, L.L.C.  
PETROVICH DEVELOPMENT COMPANY,  
LLC  
PFEIL MURREL CO LLC  
PFK PARTNERS, L.P. AND GLENDALE  
GENVIA, LLC  
PHELANRA, LLC  
PHILADELPHIA RETAIL TRUST 1998, L.P.  
PHR VILLAGE, LLC  
PICO - 24TH STREET, LLC  
PINE HOLLOW ASSOCIATES LLC  
PINEWINDS INVESTMENTS, LLC  
PINNACLE BELLEVUE DEVELOPMENT  
LLC  
PISMO COAST PLAZA, LLC  
PL RANCHO LP  
PLATT PARTNERS, L.P.  
PLAZA EDINGER, LLC  
PLEWINSKI AND PLEWINSKI LTD.  
POA J. ASSOCIATES, LP  
PORT RICHMOND DEVELOPMENT, L.P.  
POSEL ENTERPRISES  
PRH LCC  
PRIME/FRIT BELL GARDENS, LLC  
PRINCETON PLAZA, ET AL  
PRO-NAN VIII, LLC  
PRUDENTIAL PROPERTIES, LLC  
PUBA PROPERTIES

PUREPHARM, LLC  
PVB, INC.  
QCSI SIX LLC  
R & H MISSION GORGE, LTD.  
R. A. C. WAYNE, L.L.C.  
R.A.C. BURTON, L.L.C.  
R.A.C. UNITED, L.L.C.  
R2K RANPHOH LLC  
R2K RASLMOH LLC  
RA 1310 VASCO, LLC  
RA OROVILLE, LLC  
RA STONEROOK  
RA STONEROOK-MORGANTOWN  
RA2 BOISE- OVERLAND, L.L.C.  
RA2 ENCINITAS LP  
RA2 LOS ANGELES-VERMONT LP  
RA2 PASADENA LP  
RAC CENTERLINE, L.L.C.  
RAC GREENFIELD 10, LLC  
RACEWAY PLAZA II 2006 LIMITED  
PARTNERSHIP  
RAD BELLEVILLE LLC  
RAD CONNELLSVILLE LLC  
RAD GEM HEIGHTS, L.L.C.  
RAD NY ELMIRA 2 PROPERTY OWNER  
LLC  
RAD NY ELMIRA I PROPERTY OWNER  
LLC  
RAD PA PHILADELPHIA PROPERTY  
OWNER LLC  
RANCHO DEL MAR CENTER, LLC  
RANDALL BENDERSON 1993-1 TRUST  
RAP BELLEFONTE, LLC  
RAP DALLAS LP  
RAP EAST MARKET YORK LLC  
RAP ETTERS, LLC  
RAP FAYETTEVILLE, LLC  
RAP HAMLIN LP  
RAP MILFORD, LLC  
RAP SMYRA LLC  
RAP WERTZVILLE LLC  
RAR2 QUEEN ANNE - EDEN HILL  
RARED JAFFREY, L.L.C.  
RAX OHPA OWNER LLC  
REALMARQ CORPORATION  
REALTY INCOME CORPORATION  
REALTY INCOME PROPERTIES  
REALTY INCOME PROPERTIES 28, LLC  
REALTY INCOME PROPERTIES 9, LLC  
REALTY INCOME PROPERTIES, LLC  
REALTY INCOME TRUST 2

REALTY MANAGEMENT ASSOCIATIONS  
REALTY TRUST GROUP INC  
REGENCY CENTERS CORPORATION  
REGENCY CENTERS LP  
REGENCY CENTERS, L.P.  
REGENCY CENTERS, LP (LEASE 15507/ T-  
251616)  
REMHY LLC  
RENDE, LLC  
RETAIL ENTERPRISES LLC  
RETAIL PROPERTIES OF AMERCIA, INC.  
RETAIL SITE SPECIALISTS  
REVERE WORKS, LLC  
RHOADS AVENUE NEWTOWN SQUARE,  
L.P.  
RI - GRASS VALLEY, LLC  
RICH/CHERRY, LLC  
RICHARD W CRAIG REVOCABLE LIV  
RICHFIELD ASSOCIATES  
RICHMOND SHOPPING LLC  
RICK A TROMBLE  
RISING PHOENIX GROUP CORP  
RITE DUNMORE LLC  
RITEOH LLC  
RIVER OAKS II, LLC  
RIVERBAY CORPORATION  
RIVERDALE PARK ASSOCIATES  
RIVERSIDE KNOLLS LTD.  
ROBERT S AND CELESTE MARIN  
ROBINS CARLSBAD, LLC  
ROGER CURRY PROPERTIES LLC  
ROIC CALIFORNIA, LLC  
ROIC FOUR COURNER SQUARE, LLC  
ROIC OREGON, LLC  
ROIC PARAMOUNT PLAZA, LLC  
ROIC WASHINGTON, LLC  
RONALD CEDILLOS  
RONGRANT ASSOCIATES, L.L.C.  
ROSEDALE BAY INVESTMENTS LLC  
ROWLAND RANCH PROPERTIES LLC  
ROY AND ROBERTA JOSEPHO TRUST  
RP 121, LLC  
RSS CENTER LLC  
RW RAD ROSEBURG, LLC  
RX BROOKLYN OWNERS, L.L.C.  
RX CAMBRIDGE INVESTORS, LLC  
RX COMPTON INVESTORS, DBT  
RX FIRST LLC  
RX HERMISTON INVESTORS, LLC  
RYBA REAL ESTATE, INC.

S & H VA BEACH, LLC C/O PALMS  
ASSOCIATES  
S & N HOTEL LIMITED PARTNERSHIP  
S & P INVESTMENTS  
S DAVIS REAL ESTATE HLDG LLC  
S&S SINGH PARTNERS  
SAJ LLC  
SAKIOKA FARMS  
SALLY FRIEDMAN  
SANDEEP K GUPTA  
SANDERSON J. RAY  
SANTIAGO HOLDINGS LLC  
SARA & BENNY REALTY CORP.  
SARNIA SEACOAST, LLC  
SATHER GATE PARTNERS LLC  
SATICOY PLAZA, L.L.C.  
SCHWAB CHILD 2016 IRRE TRUST  
SCHWARTZ HALFMOON ASSOC  
SDG-COLUMBIANA, LLC  
SEAFORD COMMERCIAL 28 LLC  
SECOND AVENUE RA LLC  
SENDERO RETAIL LLC  
SERIES IV CHANNEL ISLAND BUSINESS  
OF  
SERVICE PROPERTIES TRUST  
SHA ANAHEIM INVESTMENT LLC  
SHADRALL NEW BRUNSWICK LP  
SHAW'S SUPERMARKETS, INC.  
SHELANU LLC  
SHOPCORE PROPERTIES  
SI 38 LLC  
SILVERADO PARTNERS LLC  
SIMPSON-FERRY LLC  
SKBB INVESTMENT CORP.  
SKD CONSTRUCTION COMPANY, LLC  
SKYLAND, LLC  
SKYLINE-FRI 8, LP  
SLACK & WINZLER PROPERTIES  
SLF PROPERTIES LLC  
SLIGO REALTY AND SERVICE CORP.  
SN INVESTMENT PROPERTIES LLC  
SOUTH BAY PROPERTIES, L.L.C.  
SOUTHERN BOULEVARD REALTY LLC  
SP LAKEVIEW LLC  
SPIRIT EK EASTON PA, LLC  
SPIRIT EK VINELAND NJ, LLC  
SPIRIT RA DEFIANCE OH, LLC  
SPIRIT RA GLASSPORT PA, LLC  
SPIRIT RA LIMA OH, LLC  
SPIRIT RA PLAINS PA, LLC  
SPIRIT RA WAUSEON OH, LLC

SPS I, L.L.C.  
SPS PROPERTIES LP  
SPS REALTY III, L.L.C.  
SRI AUSHADA LLC  
SRI RATNA III, LLC  
STATE COLLEGE JOINT VENTURE  
STATE STREET PARTNERS, LLC  
STEPHEN INVESTMENTS, INC.  
STERLING GROUP ASSET MGMT LLC  
STERLING HP, LLC  
STEVEN J OLIVA  
STONEBRIER COMMERCIAL LIMITED  
PARTNERSHIP  
STONEWOOD FAMILY PARTNERSHIP  
SUBURBAN PARK DEV ASSOC LLC  
SUMMERDALE PLAZA LLC  
SUMMIT APARTMENTS, INC  
SUN ENTERPRISES, LLC  
SUNDANCE PLAZA, L.L.C.  
SUNQUITZ SWC, LLC  
SURAPANENI FRESNO PROPERTIES, LLC  
SUSO 4 GAINSBOROUGH LP  
SVN REAL ESTATE, LLC  
SVSC HOLDINGS, L.P.  
SWARTZ CREEK LLC  
SWEETBAY PROPERTIES, LLC  
SYCAMORE STREET CORNER LLC  
TAC PROPERTIES LLC  
TACO AIDE LLC  
TANDEM EQUITIES, LLC  
TANKLAGE FAMILY LIMITED  
PARTNERSHIP II  
TANKLAGE FAMILY LIMITED  
PARTNERSHIP II LLC  
TANKLAGE FAMILY PARTNERSHIP  
TANZ HOLDINGS, LLC  
TAU ATLANTIC LLC  
TENNINGTON ASSOCIATES, LP  
THE BUNCHER COMPANY  
THE COMMONS AT CALABASAS, LLC  
THE IRVINE COMPANY RETAIL  
PROPERTIES  
THE JACKSON INVST COMPANY, LLC  
THE LONGEST DRIVE LLC  
THE LUEBKE FAMILY PARTNERSHIP  
THE NASHASHIBI FAMILY TRUST  
THE NEW YORK METHODIST HOSPITAL  
THE NIKI GROUP LLC  
THE NIKI GROUP LLC - RAL1 ACCT  
THE NIKI GROUP LLC - RAPH1  
THE NIKI GROUP LLC - RAVI

THE NIKI GROUP LLC-RADNY1  
THE NIKI GROUP LLC-RAFS1  
THE NIKI GROUP, LLC  
THE NIKI GROUP, LLC RAPLN1  
THE RACQUET CENTRE  
THE RIGHT HOLDINGS, LLC  
THE SHOPS AT HALFMOON, LLC  
THE STOP & SHOP SUPERMARKET  
COMPANY LLC  
TIFFIN RA LLC  
TIJSMA, LLC  
TINTON FALLS ASSOCIATES, L.L.C.  
TOLSON INVESTMENTS  
TOM ALIZA  
TONI A DIMICELI REVOCABLE TRUST  
TOWN SQUARE PARTNERS LLC  
TRAIL INVESTORS  
TRANSPACIFIC CORP.  
TRI STAR OF MIDDLETOWN, LLC  
TRI W ENTERPRISES, INC.  
TRIANGLE TOWN CENTER NW LLC  
TRIPLE CROWN CORPORATION  
TRISINA, LLC  
TRI-STAR DREXEL HILL, L.P.  
TROY PLAZA ASSOCIATES  
TSANG ENTERPRISES LLC  
TUCK AND ELIZABETH LIN  
TURABDIN REALTY  
TURNER ISLAND FARMS  
UB PUTNAM, LLC, PUTNAM PLAZA LLC  
AND  
UNION DEVELOPMENT COMPANY  
UNION REAL ESTATE COMPANY  
UNIVERSITY PLAZA ASSOCIATES, LLC  
UNIVERSITY VILLAGE, LP  
UNTION SQUARE MARKETPLACE  
URSTADT BIDDLE PROPERTIES, INC.  
USRP I, LLC  
VALLEY MALL, L.L.C.  
VASU SPE 2 LLC  
VAUGHAN VILLAGE, LLC  
VEDRES FAMILY INVESTMENT  
PARTNERSHIP, LP  
VENANGO STREET REALTY LLC  
VEREIT REAL ESTATE LP  
VERRAZANO BUILDERS, L.L.C.  
VIOLA'S FOOD STORES, INC.  
VOYAGE - VA BEACH LLC  
WALL REALTY 1017 - 1020, LLC  
WALRO REALTY CO.  
WASHINGTON GARDEN I LP

WASHINGTON RESTAURANT PROP  
WASHINGTON TOWN CENTER, L.L.C.  
WATCH HILL CAFE LLC  
WATERFORD RA LLC  
WATERVILLE I LLC  
WATT LA VERNE, LLC  
WC PROPERTIES (EDENS), LLC  
WEC 97K-29 INVESTMENT TRUST  
WEC 98D-28 LLC  
WEC 98D-30 LLC  
WEC 98G 1 LLC  
WEDGEWOOD NO. 9 LIMITED  
PARTNERSHIP  
WEST GROVE SQUARE ASSOCIATES, LLC  
WESTBELT COUNTRY PROP LTD  
WESTCHESTER PLAZA HOLDINGS, LLC  
WESTGATE ENTERPRISES, LLC  
WESTGATE VILLAGE RETAIL, LLC  
WESTSIDE SEDRO WOOLLEY LLC  
WHITEHALL EQUITIES, LLC  
WHITEHOUSE MALL, LLC  
WIG PROPERTIES, LLC - LKPV  
WILDERNESS MAPLE VALLEY LLC  
WILINGTON PATTERSON LTD  
WILSHIRE UNION CENTER, L.P.  
WILSON H PARK AND HEYSUN PARK  
WINBROOK MANAGEMENT LLC  
WINICK GARDENS LLC  
WOLFGANG JORDAN, TRUSTEE  
WOODBINE PROPERTY ASSOC., LP AND  
WOODSIDE PLAZA PARTNERS L.P.  
WOODWARD SQUARE, L.L.C.  
WORTHINGTON REAL ESTATE LLC  
WPC 162ND LLC  
WRI ALLIANCE RILEY VENTURE  
WRI WEST GATE SOUTH, L.P.  
WRI WESTERN QUEEN ANNE LLC  
XINSHIJIE INVESTMENT LLC  
XYLI LLC  
YELM PARTNERS LLC  
YOKO C. GATES, TRUSTEE  
YORK STREET ASSOCIATES, LP  
YPI PENNSYLVANIA, LLC  
YUET - MING CHU & MIRIAM L CHU,  
TRUSTEES  
ZENTMYER PROPERTIES II LLC  
ZFP COMPANY LLC

#### **LITIGATION**

ARIAS SANGUINETTI WANG & TORRIJOS  
LLP  
BCBS  
CENTENE  
COBB COUNTY, GEORGIA  
COUNTY OF MONMOUTH/SCAVELLO  
COUNTY OF NASSAU, NEW YORK  
COUNTY OF SUFFOLK, NEW YORK  
DURHAM COUNTY, NORTH CAROLINA  
ELARIO SANDOVAL  
HUMANA  
IMARI ANDREWS  
JOHN HANCOCK LIFE INSURANCE  
COMPANY  
KADING BRIGGS LLP  
LEVIN PAPANTONIO RAFFERTY  
LUIS FIGUEROA  
MARA LAW FIRM, PC  
MONTGOMERY COUNTY, OHIO  
MOTELY RICE LLC  
NAPOLI SHKOLNIK PLLC  
SIMMONS HANLEY CONROY  
STAFFORD/JOSTEN  
THE PEOPLES WATER COMPANY  
THE STATE OF WEST VIRGINIA  
WELLCARE

#### **NOTICE OF APPEARANCE**

1199SEIU EMPLOYER CHILD CARE FUND  
1199SEIU HEALTH CARE EMPLOYEES  
PENSION FUND  
1199SEIU LEAGUE TRAINING &  
UPGRADING FUND  
1199SEIU UNITED HEALTHCARE  
WORKERS EAST  
12 CHURCH STREET ASSOCIATES LLC  
1912-20 ARCH STREET ASSOCIATES, LP  
ALSTON & BIRD LLP  
AMERICAN GREETINGS CORP.  
AND WRI WESTERN QUEEN ANNE LLC  
(COLLECTIVELY, THE "KIMCO  
LANDLORDS")  
ARENTFOX SCHIFF LLP  
BALLARD SPAHR LLP  
BAYARD, P.A.  
BAYVIEW ASSOCIATES  
BEIERSDORF, INC  
BELKIN BURDEN GOLDMAN, LLP  
BERKLEY INSURANCE COMPANY  
BERNSTEIN-BURKLEY, P.C.

BIELLI & KLAUDER, LLC  
BLANK ROME LLP  
BORGES & ASSOCIATES, LLC  
BRANDPOINT  
BRAVERMAN KASKEY GARBER, P.C.  
BRIXMOR OPERATING PARTNERSHIP L.P.  
BROWN & CONNERY, LLP  
BROWN MCGARRY NIMEROFF LLC  
BT ABINGTON, LLC  
BUCHALTER, A PROFESSIONAL CORPORATION  
CAPEHART & SCATCHARD, P.A.  
CARDINAL HEALTH 110, LLC D/B/A  
PARMED PHARMACEUTICALS  
CENTER PLAZA LIMITED PARTNERSHIP  
CENTERPOINT MAIN STREET, LLC  
CERTILMAN BALIN ALDER & HYMAN, LLP  
CHERON WALKER  
CHIESA SHAHINIAN & GIAN TOMASI PC  
CLIFFORD J. RAMUNDO  
COHEN, WEISS AND SIMON LLP  
COMMISSION JUNCTION LLC  
COMPUTERSHARE TRUST COMPANY, N.A.  
CONOPCO, INC. D/B/A UNILEVER, UNITED STATES  
COURTNEY L. MORGAN ESQ.  
CP GRELLAS PARTNERSHIP  
CULVER TROPICAL GARDENS COMPANY, L.P.  
D&S PARADISE PROPERTY & INVESTMENTS, LLC  
DEREK WATERS  
DLA PIPER LLP (US)  
DOLLAR TREE STORES INC.,  
DUANE MORRIS LLP  
DUQUESNE LIGHT COMPANY  
DURACELL DISTRIBUTING LLC  
EMMET, MARVIN & MARTIN, LLP  
ERIKA BROWN  
FAIRVIEW SHOPPING CENTER, LLC  
FAMILY DOLLAR STORES LLC  
FEDERAL REALTY OP LP  
FERRYPORT WINGS, LLC  
FGX INTERNATIONAL INC  
FLOWERS FOODS, INC.  
FNRP REALTY ADVISORS, LLC  
FOREST VALLEY STATION L.L.C.  
FOX ROTHSCHILD LLP  
FRENCH TRANSIT, LTD

FUNDAMENTALS COMPANY LLC  
GATEWAY AT DONNER PASS, LP  
GOODWIN PROCTER LLP  
GREENBAUM, ROWE, SMITH & DAVIS LLP  
GREENBERG TRAUIG, LLP  
GSK CONSUMER HEALTHCARE SERVICES INC.  
HINCKLEY, ALLEN & SNYDER LLP  
HINMAN, HOWARD & KATTELL, LLP  
HOLLAND & HART LLP  
HY-POINT DAIRY FARMS  
INDEPENDENCE PLAZA SC, LLC  
INTERCEPT INTERACTIVE, INC., D/B/A  
UNDERTONE  
INTERNATIONAL FIDELITY INSURANCE COMPANY  
IRE TORRESDALE, LLC  
IRVINE COMPANY, REVERE WORKS, LLC  
JASUE LLC  
JEAN KAMARA  
JONES DAY  
K LOGIX LLC  
KAPLIN STEWART MELOFF REITER & STEIN, P.C.  
KAPLIN STEWART MELOFF REITER & STEIN, P.C.  
KEVIN BROWN  
KILPATRICK TOWNSEND & STOCKTON LLP  
KK GREAT NECK 2470, LLC  
KLEHR HARRISON HARVEY BRANZBURG LLP  
KURTZMAN | STEADY, LLC  
KYRA AND BENJAMIN MORROW  
LAMB 79 & 2 CORP  
LAW OFFICES OF ANDY WINCHELL, P.C.  
LEECH TISHMAN ROBINSON BROG, PLLC  
LEO BURNETT USA, A DIVISION OF LEO BURNETT COMPANY, INC.,  
LEVIN MANAGEMENT CORPORATION  
LEVY RATNER, P.C.  
LIFESCAN INC.  
LINDA MAR S.C., L.P.  
LOCKE LORD LLP  
LOYAL PLAZA SC, LLC  
LOYAL PLAZA SC TIC 1, LLC  
LOYAL PLAZA SC TIC 10, LLC  
LOYAL PLAZA SC TIC 11, LLC  
LOYAL PLAZA SC TIC 12, LLC  
LOYAL PLAZA SC TIC 2, LLC

LOYAL PLAZA SC TIC 3 , LLC  
LOYAL PLAZA SC TIC 4 , LLC  
LOYAL PLAZA SC TIC 5 , LLC  
LOYAL PLAZA SC TIC 6 , LLC  
LOYAL PLAZA SC TIC 7 , LLC  
LOYAL PLAZA SC TIC 8 , LLC  
LOYAL PLAZA SC TIC 9 , LLC  
LUNDY, BELDECOS & MILBY, P.A.  
MAG II MORRELL PLAZA, LP  
MARSHACK HAYS WOOD LLP  
MASCOT LLC  
MASUE LLC  
MCELROY, DEUTSCH, MULVANEY &  
CARPENTER, LLP  
MCKESSON CORPORATION  
MCMANIMON, SCOTLAND & BAUMANN,  
LLC  
MEDIMPACT HEALTHCARE SYSTEMS,  
INC.  
MENASHE PROPERTIES AND MDB  
LANDMARK LLC  
MF ASSOCIATES OF NEW YORK, LLC,  
MK CAPITAL PARTNERS GG, LLC  
NAS AD HOC COMMITTEE  
NATHAN JEFFREY LLC  
NATIONAL REALTY CORP.  
NEST INTERNATIONAL, INC.  
NEW WAPPINGERS CENTERPOINT, LLC  
NIAGARA BOTTLING, LLC  
NJEC ASSOCIATES, LLC  
NORRIS MCLAUGHLIN, P.A.  
NOVATO FAIR SHOPPING CENTER LLC  
OFFICE OF THE U.S. ATTORNEY  
OFFIT KURMAN, P.A.  
PAN PACIFIC (JEFFERSON SQUARE) LLC  
PAPYRUS-RECYCLED GREETINGS, INC.  
PENSION BENEFIT GUARANTY  
CORPORATION  
PHILLIPS EDISON & COMPANY AND  
HARRISON POINTE STATION LLC.  
PK II LARWIN SQUARE SC LP  
PK II MILWAUKIE MARKETPLACE LLC  
PMC PROPERTY GROUP, INC.  
POL SINELLI PC  
RAD CONNELLSVILLE, LLC  
RANCHO PENASQUITOS TOWNE CENTER  
II, LP  
RHINOSYSTEMS, INC.,  
RIKER DANZIG LLP

ROBERT MARIN AND CELESET DE  
SCHULTHESS MARIN FAMILY  
TRUST  
ROMANO GARUBO & ARGENTIERI  
RONALD M. TUCKER, ESQ.  
ROSENBERG & ESTIS, P.C.  
S&D LAW  
SALTER MCGOWAN SYLVIA &  
LEONARD, INC.  
SAMUEL L. ROSIN, ESQ.  
SANTIAGO HOLDINGS II, LLC  
SAUL EWING LLP  
SAXTON & STUMP, LLC  
SCHENCK, PRICE, SMITH & KING, LLP  
SEQUIRUS USA INC.  
SERIES IV, CHANNEL ISLAND BUSINESS  
MART, OF THE WOLF FAMILY  
SERIES LP  
SHAPIRO, CROLAND, REISER, APFEL, &  
DI IORIO, LLP  
SIDLEY AUSTIN LLP  
SIMON PROPERTY GROUP, INC.  
SIRLIN LESSER & BENSON, P.C.  
SP LAKEVIEW, LLC  
SPIRIT REALTY CAPITAL, INC.  
STARCOM WORLDWIDE, INC.  
STARK & STARK, P.C.  
STATE STREET PARTNERS LLC  
STEFAN M. SELIG  
STERICYCLE ENVIRONMENTAL  
SOLUTIONS, INC.  
"STERLING GROUP ASSET  
MANAGEMENT LLC C/O ALLIED  
PROPERTY MANAGEMENT, A/K/A  
ALLIED PROPERTY GROUP"  
STRADLEY RONON STEVENS & YOUNG,  
LLP  
SUMMERDALE PLAZA TIC 1 LLC  
SUMMERDALE PLAZA TIC 2 LLC  
SUMMERDALE PLAZA TIC 3 LLC  
TAYMAN LANE CHAVERRI LLP  
THE BANK OF NEW YORK MELLON  
TRUST COMPANY  
THE CITY OF PHILADELPHIA  
THE DANN LAW FIRM, P.C.  
THE GOLDENBERG GROUP  
THE HANOVER INSURANCE COMPANY  
THOMPSON & THOMPSON, LLC  
TRAINOR FAIRBROOK  
TRUST FOR THE BENEFIT OF CATHERINE  
M. LEVIN, ET ALS.



U.S. DEPARTMENT OF JUSTICE CIVIL  
DIVISION  
UNITED FOOD & COMMERCIAL  
WORKERS  
VALINOTI, SPECTER & DITO, LLP  
VANESSA WATERS  
WEINGARTEN NOSTAT, LLC  
WESTERMAN BALL EDERER MILLER  
ZUCKER & SHARFSTEIN, LLP  
WESTERN UNION FINANCIAL SERVICES,  
INC.  
WILLOWBROOK CENTER PARTNERSHIP,  
A CALIFORNIA LIMITED PARTNER  
WOLF, RIFKIN, SHAPIRO, SCHULMAN &  
RABKIN, LLP  
WOLLMUTH MAHER & DEUTSCH, LLP  
WOMBLE BOND DICKINSON (US) LLP  
YOKO C. GATES TRUST

**OFFICIAL COMMITTEE OF TORT  
CLAIMANTS**

ALPHONSE BORKOWSKI  
ANDREW PARSONS  
ANDREWS & THORNTON, AAL, ALC  
BEVAN & ASSOCIATES, LPA, INC  
BLUE CROSS BLUE SHIELD ASSOCIATION  
ERIE COUNTY MEDICAL CENTER  
CORPORATION  
HALPERIN BATTAGLIA BENZIJA, LLP  
JOSEPH D. HALL & ASSOCIATES LLC  
KANNER & WHITELEY, L.L.C.  
KAREN PFORR  
MICHAEL MASIEWSKI, M.D.  
MRHFM LAW FIRM  
NANCY ZAILO  
PAUL S. ROTHSTEIN, P.A  
RAWLINGS & ASSOCIATES PLLC  
RITA VALEGA  
RUPP PFALZGRAF  
SANDRA BLANKENSHIP  
THOMPSON BARNEY

**ORDINARY COURSE PROFESSIONALS**

AGNES S LEE  
ALAN P. GARUBBA  
ALTMAN, BLITSTEIN & WAYNE  
ANALYSIS GROUP INC  
ANDERSEN TAX  
ANDERSON CRAWLEY & BURKE PLLC

ANKURA CONSULTING GROUP LLC  
APPRISS HEALTH  
BAKER HOSTETLER LLP  
BAKER TILLY  
BARABAN & TESKE  
BARNES & THORNBURG LLP  
BARNWELL WHALEY PATTERSON  
BATTEN LEE  
BOYLE SHAUGHNESSY & CAMPO PC  
BRENNER SALTZMAN & WALLMAN LLP  
BYBEL RUTLEDGE LLP  
CAPITOL COUNSEL LLC  
CARLIN EDWARDS BROWN PLLC  
CBIZ RISK & ADVISORY SVCS LLC  
CENTER CITY LEGAL REPRODUCTION  
CHASE LAW GROUP  
CHOCK BARHOUM LLP  
CIPRIANI & WERNER PC  
CLARK HILL, PLC  
CONWAY STOUGHTON LLC  
COZEN O'CONNOR  
CROWE AND DUNLEVY  
DAVIS POLK & WARDWELL LLP [1]  
DAVIS WRIGHT TREMAINE LLP  
DIEPENBROCK & COTTER LLP  
DONNELLY & ASSOCIATES PC  
DORF NELSON AND ZAUDERER  
DUMMIT BUCHHOLZ & TRAPP  
EPSTEIN BECKER & GREEN PC  
ETHICO  
FAEGRE DRINKER BIDDLE & REATH  
FOLEY & LARDNER  
FRAUD FIGHTERS  
FREEMAN MATHIS & GARY NJ  
GALLOWAY JOHNSON TOMPKINS BURR  
GENOVA BURNS LLC  
GENPACT (UK) LIMITED  
GOLDBERG SEGALLA LLP  
GOLDWASSER & CHAN LLP  
GOLKOW LITIGATION SERVICES LLC  
GRIMM VRANJES & GREER LLP  
HANGLEY ARONCHICK SEGAL &  
HANNA BROPHY MACLEAN MCALEER  
HOLLAND & KNIGHT LLP  
HOULIHAN LOKEY  
HUNTON ANDREWS KURTH LLP  
IQIVIA  
J&H MARSH & MCLENNAN INC  
JACKSON LEWIS LLP  
JOSEPH GREENWALD & LAAKE [1]  
KALBAUGH PFUND MESSERSMIT

KAUFMAN BORGEEST & RYAN LLP  
KLEIN HOCKEL IEZZA & PATEL PC  
KULICK LAW LLC  
LAGASSE BRANCH BELL & KINKEAD  
LANGUAGE LINE SERVICES  
LANGUAGE SCIENTIFIC, INC  
LAW OFFICE OF WAYNE C. ARNOLD  
LAW OFFICES OF DREW D HELMS  
LEAKE ANDERSON & MANN LLP  
LEGAL BILL REVIEW INC  
LEWIS GIANOLA PLLC  
LEXISNEXIS  
M3 CONSULTING, INC.  
MACRO-PRO INC  
MAGNA LEGAL SERVICES LLC  
MANKO GOLD KATCHER & FOX  
MCCANDISH & HOLTON PC  
MCKOOL SMITH  
MCMANUS LAW PLLC  
MILLIMAN INC  
MORGAN, LEWIS & BOCKIUS LLP  
MURPHY SANCHEZ PLLC  
MURTHA CULLINA LLP  
MWW GROUP LLC  
NAVEX  
NORTON ROSE FULBRIGHT US LLP  
OGLETREE DEAKINS NASH SMOAK  
OPIOID DIST & PHARMACY  
PARK STRATEGIES LLC  
PARR BROWN GEE & LOVELESS  
PETRUCCELLI MARTIN & HADDOW  
PRICEWATERHOUSECOOPERS LLP  
RAVEN & KOLBE LLP  
RSM  
SEWARD SQUARE GROUP LLC  
SILVESTER & KAPPES  
SKADDEN, ARPS, SLATE,  
SMITH SOVIK KENDRICK SUGNET PC  
SOBEL PEVZNER LLC  
STONE CROSBY PC  
STURGILL TURNER BARKER MOLONEY  
THE CHARTWELL LAW OFFICES LLP  
THINKLP  
THOMAS AYOOB & ASSOCIATES  
TIFFANY & BOSCO  
TROUTMAN PEPPER  
TUCKER ELLIS  
VAUGHAN BAIO & PARTNERS, LLC  
VENTIV TECHNOLOGY INC  
VERITEXT LLC  
VORYS SATER

WALKER MURPHY & NELSON LLP  
WATKINS & EAGER PLLC  
WYATT TARRANT & COMBS LLP  
ZIMMER KUNZ, PLLC

**POTENTIAL PARTICIPANTS IN SALES  
PROCESS**

[CONFIDENTIAL]

**SIGNIFICANT COMPETITORS**

TARGET  
WALMART

**SURETY & LETTERS OF CREDIT**

3 PHASES RENEWABLES, INC.  
601 CHELSEA OWNER, LLC  
ACE AMERICAN INS. CO.  
AMERICAN GUARANTEE AND LIABILITY  
INSURANCE COMPANY  
APPLIED RISK SERVICES, INC.  
ARIZONA STATE BOARD OF PHARMACY  
ARKANSAS INSURANCE COMMISSIONER  
ARROWOOD INDEMNITY COMPANY  
BALTIMORE GAS & ELECTRIC COMPANY  
BILLINGS PUBLIC SCHOOLS  
CALIFORNIA STATE BOARD OF  
PHARMACY  
CENTERS FOR MEDICARE & MEDICAID  
SERVICES  
CENTERS FOR MEDICARE & MEDICAID  
SERVICES NATIONAL SUPPLIER  
CLEARINGHOUSE  
CHAMPION ENERGY SERVICES, LLC  
CHUBB GLOBAL CASUALTY  
COMMONWEALTH OF KENTUCKY PERRY  
CIRCUIT COURT  
COMMONWEALTH OF PENNSYLVANIA  
CONNECTICUT LOTTERY CORPORATION  
CONSOLIDATED EDISON COMPANY OF  
NEW YORK, INC.  
CONSTELLATION NEWENERGY, INC  
COUNTY OF ALLEGHENY, DEPARTMENT  
OF PUBLIC WORKS  
DAVID ALTMAIER, INSURANCE  
COMMISSIONER  
DELMARVA POWER & LIGHT COMPANY

DEPARTMENT OF HOMELAND SECURITY,  
BUREAU OF CUSTOMS AND  
BORDER PROTECTION  
IAT INSURANCE GROUP  
KANSAS ATTORNEY GENERAL  
LANCASTER 1773 MZL, LLC  
LONG ISLAND LIGHTING COMPANY  
D/B/A LIPA  
MARYLAND BOARD OF PHARMACY  
MCKINSEY & COMPANY  
METROPOLITAN TRANSPORTATION  
AUTHORITY  
MITCHELL INSURANCE  
NASHVILLE ELECTRIC SERVICE  
NORTH DAKOTA DEPARTMENT OF  
INSURANCE  
OREGON BOARD OF PHARMACY  
PACIFIC GAS AND ELECTRIC COMPANY  
PECO ENERGY CO.  
PENNSYLVANIA DEPARTMENT OF  
TRANSPORTATION  
PEOPLE OF THE STATE OF ILLINOIS  
PEOPLE OF THE STATE OF MARYLAND  
PEOPLE OF THE STATE OF NEW YORK  
PORTLAND GENERAL ELECTRIC  
COMPANY  
RLI GROUP  
SAN DIEGO GAS & ELECTRIC  
SOUTH CAROLINA DEPARTMENT OF  
CONSUMER AFFAIRS  
SOUTHERN CALIFORNIA EDISON  
COMPANY  
STATE OF ARIZONA  
STATE OF CALIFORNIA  
STATE OF CALIFORNIA DEPARTMENT OF  
INDUSTRIAL RELATIONS SELF-  
INSURANCE PLANS  
STATE OF CONNECTICUT  
STATE OF GEORGIA  
STATE OF IOWA  
STATE OF KANSAS  
STATE OF LOUISIANA  
STATE OF NEVADA  
STATE OF NEW HAMPSHIRE  
STATE OF NEW MEXICO  
STATE OF NEW YORK  
STATE OF OHIO  
STATE OF OKLAHOMA  
STATE OF OREGON  
STATE OF SOUTH CAROLINA  
STATE OF SOUTH DAKOTA

STATE OF UTAH  
STATE OF WASHINGTON  
STATE OF WEST VIRGINIA  
TEXAS DEPARTMENT OF INSURANCE  
THE OHIO STATE LOTTERY COMMISSION  
THE UNIFIED GOVERNMENT OF ATHENS-  
CLARKE COUNTY  
TRAVELERS INDEMNITY COMPANY  
UNITED STATES POSTAL SERVICE  
VIRGINIA DOMINION POWER  
W. R. BERKLEY GROUP  
WELLS FARGO  
WEST PENN POWER C/O FIRST ENERGY  
WISCONSIN COMMISSIONER OF  
INSURANCE  
WOODLAND 1774 MZL, LLC  
ZURICH AMERICAN INSURANCE CO

**TAXING**

**AUTHORITY/GOVERNMENTAL/  
REGULATORY AGENCIES**

U.S. CONSUMER PRODUCT SAFETY  
COMMISSION  
U.S. DRUG ENFORCEMENT  
ADMINISTRATION  
U.S. FEDERAL TRADE COMMISSION  
U.S. FOOD AND DRUG ADMINISTRATION

**TOP 50 CREDITORS**

BRIGHT HEALTH PLANS  
CVS HEALTH CORP  
GALLAGHER PHARMACY ALLIANCE  
HUMANA HEALTH PLAN, INC.  
LOYD F. SCHMUCKLEY JR., RELATOR  
U.S. BANK TRUST NATIONAL  
ASSOCIATION  
VIRGINIA PREMIER HEALTHPLANS

**U.S. TRUSTEE OFFICE**

ADAM SHAARAWY  
ADELA ALFARO  
ALEXANDRIA NIKOLINOS  
ANGELIZA ORTIZ-NG  
DANIEL C. KROPIEWNICKI  
DAVID GERARDI  
FRAN B. STEELE  
FRANCYNE D. ARENDAS  
JAMES STIVES

JEFFREY SPONDER  
JOSEPH C. KERN  
KIRSTEN K. ARDELEAN  
LAUREN BIELSKIE  
MAGGIE MCGEE  
MARTHA HILDEBRANDT  
MICHAEL ARTIS  
PETER J. D'AURIA  
ROBERT J. SCHNEIDER, JR.  
TIA GREEN  
TINA L. OPPELT  
WILLIAM J. ZIEMER

**UCC MEMBERS**

BENDERSON DEVELOPMENT COMPANY  
LLC  
COMPUTERSHARETRUST CO.  
HUMANA HEALTH PLAN INC.  
MCKESSON CORP.  
MCS ADVANTAGE INC.  
PENSION BENEFIT GUARANTY CORP.  
REALTY INCOME CORP.  
UNITED FOOD AND COMMERCIAL  
WORKERS INTERNATIONAL  
UNION

**UNIONS**

IBT LOCAL 614  
IBT LOCAL 63  
IBT LOCAL 630  
ILWU, LOCAL 26  
IUOE LOCAL 501  
SEIU 1199  
UFCW LOCAL 1059  
UFCW LOCAL 1167  
UFCW LOCAL 135  
UFCW LOCAL 1428  
UFCW LOCAL 1442  
UFCW LOCAL 1776  
UFCW LOCAL 21  
UFCW LOCAL 324  
UFCW LOCAL 360  
UFCW LOCAL 5  
UFCW LOCAL 75 (1099 AND 911)  
UFCW LOCAL 770  
UFCW LOCAL 8  
UFCW LOCAL 876  
UFCW LOCAL 880  
UFCW LOCAL 8GS

UFCW LOCAL 951

**UTILITIES**

3 PHASES RENEWABLES  
AES OHIO  
AMERICAN ELECTRIC POWER  
AMERIGAS  
AT&T  
ATLANTIC CITY ELECTRIC  
AVISTA UTILITIES  
BALTIMORE GAS & ELECTRIC COMPANY  
/ EXELON  
CENTURYLINK  
CHAMPION ENERGY  
CHARTER COMMUNICATIONS  
CITY OF PHILADELPHIA - WATER  
REVENUE, PA  
CITY OF SEATTLE/SEATTLE CITY LIGHT  
CITY OF TACOMA PUBLIC UTILITIES  
COLUMBIA GAS  
CON EDISON  
CONSTELLATION NEWENERGY  
CONSUMERS ENERGY  
DELMARVA POWER  
DOMINION ENERGY  
DTE ENERGY  
ENGIE POWER & GAS LLC  
ENGIE RESOURCES  
EVERSOURCE ENERGY  
EXPEDIENT/ CONTINENTAL  
BROADBAND LLC  
IDAHO POWER  
IMPERIAL IRRIGATION DISTRICT, CA  
JERSEY CENTRAL POWER & LIGHT  
LEVEL 3 COMMUNICATIONS LLC  
LIBERTY UTILITIES - NH  
LOS ANGELES DEPT OF WATER & POWER  
MET-ED  
NATIONAL GRID  
NW NATURAL  
NYSEG-NEW YORK STATE ELECTRIC &  
GAS  
OHIO EDISON  
PACIFIC GAS & ELECTRIC  
PACIFIC POWER-ROCKY MOUNTAIN  
POWER  
PASADENA WATER AND POWER  
PECO  
PENELEC  
PENN POWER

PENNSYLVANIA AMERICAN WATER  
PORTLAND GENERAL ELECTRIC (PGE)  
PPL ELECTRIC UTILITIES/ALLENTOWN  
PSE&G-PUBLIC SERVICE ELEC & GAS CO  
PSEGLI  
PUGET SOUND ENERGY  
RIVERSIDE PUBLIC UTILITIES, CA  
SACRAMENTO MUNICIPAL UTILITY  
DISTRICT  
SNOHOMISH COUNTY PUD  
SOUTHERN CALIFORNIA EDISON  
SOUTHERN CALIFORNIA GAS (THE GAS  
CO.)  
THE ILLUMINATING COMPANY  
TOLEDO EDISON  
UGI ENERGY SERVICES LLC  
UGI UTILITIES INC  
UNITED ILLUMINATING COMPANY  
WASTE MANAGEMENT  
WEST PENN POWER

**VENDORS**

1010DATA SERVICES LLC  
340B HOLDINGS LLC  
340BASICS  
37TH AVENUE OWNER LLC  
3M  
4628 GROUP INC  
9274 GROUP INC  
AB SALES OF CENTRAL LA  
ABARTA COCA-COLA BEVERAGES LLC  
ABBOTT LABS/MEDISENSE  
ABBOTT NUTRITION  
ABBOTT RAPID DX NORTH AMERICA  
ABBVIE INC  
ABS LLC SO CAL AND IMW  
ABSOLUTE PHARMACY INC  
ACADEMY FIRE PROTECTION  
ACCREDO HEALTH GROUP INC  
ACON LABORATORIES  
ACTIVE COSMETICS DIV OF LOREAL  
ADOBE INC  
ADT COMMERCIAL LLC  
ADVANCE BEVERAGE CO  
AEP/BERRY GLOBAL  
AGENCY WITHIN LLC  
AHOLD USA PHARMACY  
AHS RETAIL PHARMACY  
AIDS HEALTHCARE FOUNDATION  
AII - AMERICAN INTERN'T IND.

AJM PACKAGING P/U  
ALBERTSONS  
ALCON LABORATORIES INC  
ALIVIA SPECIALTY PHARMACY  
ALLERGAN OPTICAL  
ALLSTAR PRODUCTS GROUP, LLC  
AMBER SPECIALTY PHARMACY  
AMBULATORY CARE PHARMACY  
AMERICAN GREETINGS CORPORATION  
AMERICAN HEALTH MANAGEMENT  
SERVICES, INC  
AMERICAN LICORICE COMPANY  
AMERICAN MARITIME OFFICERS  
MEDICAL PLAN  
AMERICAN NEWS COMPANY  
AMERISOURCEBERGEN  
AMPHARM LLC  
ANC  
ANDA / GENERIC  
ANDOVER COMPANIES  
ANHEUSER-BUSCH  
ANOVORX GROUP LLC  
ANTHEM  
APOTHECARY PRODUCTS  
APTHORP PHARMACY  
ARCTIC GLACIER USA  
ARETE PHARMACY NETWORK  
ARIZONA BEVERAGES USA LLC  
ARMSTRONG PHARMACEUTICALS INC  
ASCENT CONSUMER PRODUCTS INC  
ASO CORPORATION  
AUROBINDO PHARMA USA  
AVALON INTEGRATION INC  
AVELLA (APOTHECARY SHOPS)  
AVIS BUDGET GROUP INC  
AVITA DRUGS  
AXIUM HEALTHCARE DE PUERTO RICO  
BALDEN TOWNE PLAZA LIMITED PAR  
BARCEL USA  
BASE4 VENTURES LLC  
BAUSCH & LOMB AMERICAS INC  
BAYER HEALTHCARE LLC  
BEELINE IMPORT AND SERVICES  
BEIERSDORF INC  
BI WORLDWIDE  
BIC CORPORATION  
BIG GEYSER, INC.  
BILH SPECIALTY PHARMACY  
BIMBO FOODS INC  
BIOLOGICS BY MCKESSON

BIOPLUS SPECIALTY PHARMACY  
SERVICES LLC  
BIO-REFERENCE LABORATORIES INC  
BIORX  
BLESSING HOSPITAL  
BLOEM LLC  
BLOOM ROOFING SYSTEMS INC  
BLUE BUFFALO COMPANY LTD  
BLUE DIAMOND /CAGE  
BLUESOHO QUAD/GRAPHICS  
BMC SOFTWARE INC  
BOARD OF EQUALIZATION  
BOIRON  
BOSTON ACCOUNTABLE CARE  
ORGANIZATION  
BOSTON MEDICAL CENTER  
BRIGHT HEALTH  
BRINKS, INCORPORATED  
BROADPATH, LLC  
C R ENGLAND INC  
CA EMPLOYMENT DEVELOPMENT DEPT  
CALDARA & SONS CONTRACTING INC  
CALIFORNIA DAIRIES  
CAMPBELL SALES COMPANY  
CAMPBELLS  
CANDLE-LITE  
CAPTURERX  
CARDINAL HEALTH 110 DBA PARMED  
CARDLYTICS INC  
CAREER START  
CAREERSTAFF UNLIMITED INC  
CAREMARK LLC  
CAREWISC  
CARROLL INDEPENDENT FUEL LLC  
CARTER INTRALOGISTICS  
CASCADE WHOLESALE HARDWARE  
CASHCO DISTRIBUTORS INC  
CASS INFORMATION SYSTEMS INC  
CATALINA MARKETING CORP  
CATHOLIC HEALTH SERVICES OF LONG  
ISLAND  
CATHOLIC HEALTH SERVICES, INC.  
CCBCC OPERATIONS LLC  
CDW DIRECT LLC  
CELSIUS HOLDINGS INC  
CENTOR INC  
CHANGE HEALTHCARE  
CHARLES ALVIN LUDWICK DBA  
CHARTWELL PENNSYLVANIA LP  
CHATTEM, INC.  
CHECKPOINT SYSTEMS INC

CHURCH & DWIGHT CO INC.  
CIG HARBOR WHOLESALE  
CITY OF DANVILLE  
CITY OF PHILADELPHIA  
CITY OF SPRINGFIELD, IL  
CITY OF SPRINGFIELD, MO  
CITY OF TOPEKA  
CLOVER FARMS DAIRY  
COCA-COLA  
COHO DISTRIBUTING DBA COLUMBIA  
COLGATE PALMOLIVE  
COLUMBIA DIST OF SEATTLE  
COMANCHE COUNTY HOSPITAL  
AUTHORITY  
COMBE INC  
COMMERCIAL TRAFFIC COMPANY  
COMMUNITY HEALTHCARE SYSTEM  
COMPASS HEALTH BRANDS  
COMPTROLLER OF MARYLAND  
CON AGRA SNACK FOODS GROUP  
CONAIR  
CONCENTRIC HEALTH ALLIANCE INC  
CONCEPTION PHARMACY, LLC  
CONDUENT HUMAN RESOURCES SVCS  
CONNECTICUT COMMISSIONER OF  
REVENUE SERVICES  
CONOPCO, INC. (UNILEVER)  
CONSOLIDATED SOLUTIONS  
CONTINENTAL AMERICAN INS CO  
COOLSYS LIGHT COMMERCIAL SOL  
CORE BTS INC  
CORE MARK  
COSTCO PHARMACIES  
COTIVITI INC  
COTY BEAUTY  
COX HEALTH  
CRAIG ELECTRONICS INC  
CREATE A TREAT LTD  
CREST BEVERAGE LLC  
CROSSCOM NATIONAL LLC  
CSL SEQIRUS  
CT LOGISTICS  
CURTIS MARUYASU  
CUSHMAN & WAKEFIELD  
CUSURANCE GROUPS  
CVS PROCARE PHARMACY INC  
D. THOMAS & ASSOCIATES INC  
DAKTRONICS, INC  
DARTMOUTH-HITCHCOCK PHARMACY  
DAVE'S CONSTRUCTION SERVICE  
DEACONESS HEALTH SYSTEM INC

DELAWARE DIVISION OF REVENUE  
DELOITTE & TOUCHE LLP  
DELTA DENTAL OF PENNSYLVANIA  
DEMATIC CORPORATION  
DIEBOLD NIXDORF INCORPORATED  
DIRECT BEAUTY LLC  
DISCOUNT DRUG MART  
DIVISIONS INC DBA DIVISIONS  
DIXIE/JAMES RIVER CO.  
DONAGHY SALES INC  
DOORDASH, INC  
DORA'S NATURALS INC  
DOUBLE H PLASTICS INC  
DOVE CONTRACTING, INC  
DR PEPPER/SEVEN UP, INC  
DR REDDY'S LABORATORIES INC  
DRYLOCK TECHNOLOGIES LTD  
DUKE REALTY LP  
DUNNHUMBY INC  
DURACELL DISTRIBUTING INC  
E.L.F. COSMETICS INC  
EAST BAY DRAYAGE DRIVERS  
SECURITY FUND  
ECHOSTAR  
ECLIPSE ADVANTAGE LLC  
EDGEWELL PERSONAL CARE  
EDGEWELL PERSONAL CARE BRANDS  
EILLIEN'S CANDIES INC  
ELDERCARE PHARMACY  
ELEMENT FLEET CORPORATION  
ELIZABETH ARDEN  
ELLUME USA LLC  
EMERSON HEALTHCARE LLC  
EMPLOYEE PAINTERS TRUST  
EMSON - E. MISHAN & SON  
ENCOMPASS RX  
ENERGIZER PERSONAL CARE, LLC  
ENGIE IMPACT  
ENGIE INSIGHT SERVICES INC  
ENVISION INSURANCE COMPANY  
EPIC PHARMACY NETWORK INC  
EPIC PHARMACY PLLC  
ERNST & YOUNG LLP  
ESSENDANT CO  
ESSENTIA WATER  
EVERSANA LIFE SCIENCE SERVICES LLC  
EXACTCARE  
EXCELL MARKETING, LC  
EXPERIAN  
EXPRESS SCRIPTS SPECIALTY DIST SVCS  
F&F CONSTRUCTION INC

FACEBOOK INC  
FACILITYSOURCE, INC  
FANTASY FARMS (NEXXUS)  
FARMACIA DEL CARMEN  
FARMACIA DEL PUEBLO  
FARMACIA MARIE  
FARMACIA MARISEL  
FARMACIA NUEVA  
FARMACIA SAN ANTONIO  
FARMACIA SAN LUIS  
FARMACIA SAN RAFAEL  
FARMACIAS PLAZA  
FERRARA CANDY COMPANY  
FERRARA PAN CANDY  
FERRELLGAS LP DBA BLUE RHINO  
FERRERO USA INC.  
FERTILITY PHARMACY OF AMERICA  
FGX INTERNATIONAL  
FIJI WATER COMPANY LLC  
FINTECH ALCOHOL  
FIRST ADVANTAGE BACKGROUND SVC  
FIRST QUALITY CONSUMER  
FIRST SYMETRA NATIONAL LIFE  
FLIPP CORPORATION  
FLP LLC  
FMC PHARMACY SERVICES  
FORREST GENERAL HOSPITAL  
FORUM EXTENDED CARE SVC INC II  
FORVIS, LLP  
FOUNDATION CONSUMER HEALTHCARE  
FOUR B CORPORATION  
FRANKFORD CANDY & CHOCOLATE CO  
FRANKLIN DISTILLERS PROD  
FRED HUTCHINSON CANCER CENTER  
SOUTH LAKE UNION RET  
FRESENIUS MEDICAL CARE RX  
FRITO-LAY, INC  
FUJIFILM NORTH AMERICA CORP  
GALDERMA LABORATORIES  
GALLO SALES CO  
GARDA CL WEST INC.  
GEISINGER SPECIALTY PHARMACY  
GENERAL MILLS  
GENOA A QOL HEALTHCARE COMPANY  
LLC  
GENOA HEALTHCARE LLC  
GENZYME CORPORATION  
GERICARE PHARMACEUTICALS  
GERRESHEIMER  
GHIRARDELLI CHOCOLATE CO.  
GHS

GIANT EAGLE INC  
GLAXOSMITHKLINE  
GMS BENEFITS  
GNC BRAND  
GOLDEN GROVE TRADING, INC.  
GOODRX, INC.  
GOOGLE INC  
GRACIOUS LIVING  
GREAT LAKES COCA COLA  
GREENVILLE HOSPITAL SYSTEM  
GREENWOOD BRANDS, LLC  
GUAM SDA CLINIC PHARMACY  
GUIDEPOINT LLC  
HALFON CANDY COMPANY INC  
HANNAFORD BROS CO INC  
HARBOR DISTRIBUTING LLC  
HARIBO OF AMERICA, INC.  
HAVAS WORLDWIDE NEW YORK INC  
HCL AMERICA INC  
HCL TECH CORP SERV LTD  
HEALTH TEAM ADVANTAGE  
HEB GROCERY COMPANY LP  
HECNY GROUP  
HECNY TRANSPORTATION  
HEIMARK DISTRIBUTING CO  
HENKEL CORPORATION  
HERR FOODS, INC  
HERSHEY CHOCOLATE  
HEXAWARE TECHNOLOGIES, INC (ACH)  
HFC PRESTIGE INT'L US LLC  
HIGH RIDGE BRANDS COMPANY  
HIGHMARK PENNSYLVANIA  
HITACHI VANTARA LLC  
HOLLYWOOD III CONSTRUCTION INC  
HOMEDICS  
HONSHA INC  
HORMEL FOODS SALES LLC  
HUDSON RPM DIST LLC  
HUGHES NETWORK SYSTEMS INC  
HYLAND'S INC  
IBEW LOCAL 351  
IBM  
ICONEX LLC  
ICONTROL SYSTEMS USA LLC  
ICP INC  
IDEAVILLAGE PRODUCTS CORP  
IGLOO CORPORATION  
I-HEALTH  
IMAGINE 360 (GROUP & PENSION ADMIN)  
INCOMM  
INFINIUM PHARMACY - REPUBLIC

INFOSYS LIMITED  
INMAR RX SOLUTIONS INC  
INSIGHT DIRECT USA INC  
INSTACART  
INTEGRATED IMAGE INC  
INTEGRITY RX SPECIALTY PHARMACY  
LLC  
INTEPLAST GROUP LTD  
INTERNAL REVENUE SERVICE  
INTERNATIONAL WHOLESALE  
INTRUST FINANCIAL CORPORATION  
IOVATE HEALTH SCIENCES SER INC  
IRON MOUNTAIN OFF-SITE  
IRONWORKERS INTERMOUNTAIN  
HEALTH & WELFARE FUND  
IRVINE COMPANY  
IRVING CONSUMER PRODUCTS INC  
IRWIN NATURALS  
J.B. HUNT TRANSPORT  
JACK & JILL ICE CREAM  
JACK & ROBERTA BERNBAUM TRUST  
JACK LINKS  
JE DUNN CONSTRUCTION  
JOHN B SANFILIPPO AND SON INC  
JOHNSON & JOHNSON CONSUMER INC  
JOHNSON COUNTY, KS  
JONES LANG LASALLE AMERIC  
JUST BORN  
K VA T FOOD STORES INC  
KAMIN REALTY  
KAO USA INC  
KAYSER-ROTH CORPORATION  
KAZ  
KEHE DISTRIBUTORS LLC  
KELLOGG COMPANY  
KELLOGG SNACKS  
KIMBERLY CLARK CORP.  
KIND HEALTHY SNACKS  
KING COUNTY TREASURER  
KINGS PHARMACY  
KINNEY DRUGS  
KISS PRODUCTS, INC  
KMART CORPORATION  
KOKIE COSMETICS INC  
KORN FERRY (US)  
KRAFT/GENERAL FOODS  
L&R DISTRIBUTORS  
L. PERRIGO CO.  
LABOR ALLIANCE MANAGED TRUST  
LAFOURCHE PARISH SCHOOL BOARD  
LANDSBERG ORORA



LASKO METAL PRODUCTS  
LAWRENCE MEMORIAL HOSPITAL  
LEGACY GROUP ENTERPRISES INC  
LEO BURNETT COMPANY  
LEPAGES INC  
LEXISNEXIS RISK SOLUTIONS  
LIBERTY COCA-COLA BEVERAGES  
LIBERTY MEDICAL INC.  
LIFESCAN, INC.  
LIFETREE PHARMACY  
LINDT  
LIVING ESSENTIALS  
LNK INTERNATIONAL  
LOCAL 1199 PENSION  
LOGICSOURCE  
LONGS DRUG STORES  
L'OREAL PARIS  
LOS ANGELES CO TAX COLLECTOR  
LYNNFIELD COMPOUNDING CENTER INC  
M & M MARS  
MAC RX LLC  
MANDELL'S PHARMACY  
MANHATTAN ASSOCS  
MANHATTAN BEER DIST  
MARC ANTHONY COSMETICS LTD  
MARKSTEIN BEV #64832  
MARKWINS BEAUTY PRODUCTS INC  
MARSH USA INC  
MARYLAND OFFICE OF THE  
COMPTROLLER  
MASSACHUSETTS MEDICAID (MASS  
HEALTH)  
MATTEL TOYS  
MATTHEWS INTERNATIONAL CORP  
MAXOR SPECIALTY PHARMACY  
MAXORPLUS LTD  
MAYER BROS. APPLE PRODUCTS INC  
MC SIGN COMPANY  
MCK FE OTC  
MCKESSON DRUG  
MCKESSON HIGH VOLUME SOLUTIONS  
MCKESSON SPECIALTY  
MCKINSEY & COMPANY INC  
MCS ADVANTAGE INC  
MDR ENCINO PHARMACY  
MDR WESTWOOD CENTER PHARMACY  
MEAD JOHNSON  
MEDICAL SECURITY CARD CO  
MEDLINE INDUSTRIES INC  
MEDPLUS - A PLUS PHARMACY  
MEDRX PHARMACY

MEDTECH LABS  
MEIJER PHARMACY RECEIVABLES  
MERCY HEALTH ACCOUNTABLE CARE  
ORGANIZATION  
METHOD PRODUCTS, INC.  
METRO DRUG  
METRO ONE LPSG INC  
METROPOLITAN TRANS AUTH  
MICHIGAN DEPT. OF TREASURY  
MICROLIFE USA INC  
MICROSOFT CORPORATION  
MIDDLETOWN CITY SCHOOL DISTRICT  
MIDWAY IMPORTING INC  
MISSOURI STATE UNIVERSITY  
MJ MORGAN GROUP  
MOJO PSG US LLC  
MONDELEZ GLOBAL LLC  
MOODY'S INVESTORS SERVICE  
MU SIGMA BUSINESS SOLUTIONS  
MUSC HOLLINGS CANCER CENTER  
PHARMACY  
N.Y. STATE SALES TAX  
NAI NEW ALBERTSONS INC  
NAPLES PROCESSING SERVICES  
NATIONAL BEEF  
NATIONAL JANITORIAL SOLUTIONS  
NATIONAL PHARMACY OF MISSISSIPPI  
NATROL LLC  
NATURE MADE-PHARMAVITE  
NATURES BOUNTY, INC.  
NEILMED PHARMACEUTICALS, INC  
NEO G USA INC  
NESTLE PURINA PETCARE COMPANY  
NESTLE USA INC  
NESTLE WATERS NORTH AMERICA  
NESTLES FOOD  
NETJETS AVIATION INC  
NEW HAMPSHIRE MEDICAID  
NEW JERSEY SALES TAX  
NEW LONDON COUNTY  
NEW YORK DEPT OF FINANCE  
NEWERA PHARMACY  
NEWPORT NEWS PUBLIC SCHOOLS  
NEXTECH NE LLC  
NEXXUS GROUP PUBLICATIONS  
NIAGARA BOTTLING LLC  
NJ DIVISION OF REVENUE  
NOBLE HEALTH SERVICES INC  
NORTH KANSAS CITY HOSPITAL  
NORTHERN CA PHARMACISTS CLERKS  
NORTHWEST IRONWORKERS

NORTHWEST SHEET METAL WORKERS  
NRS BRANDS  
NUTRABOLT/C4  
NYC DEPT. OF FINANCE  
NYS EMPLOYMENT TAXES  
NYS TAX DEPARTMENT  
OBERTO SAUSAGE CO  
OCEAN SPRAY CRANBERRIES INC  
OCU HEALTH & WELFARE TRUST  
OHIO BUREAU OF WORKERS'  
COMPENSATION  
OHIO DEPT OF TAXATION  
OHIO LABORERS DISTRICT COUNCIL OF  
OHIO  
OLIVER WYMAN INC  
OLLY PUBLIC BENEFIT CORP  
OMNICARE  
OMRON HEALTHCARE INC.  
ON TARGET MAINTENANCE INC  
ONCO360  
ONCOLOGY PHARMACY SERVICES INC  
ONTEL PRODUCTS CORP  
OPEX CORPORATION  
OPTIME CARE INC  
OPTION CARE  
OPTUM PHARMACY 701 LLC  
OPTUM PHARMACY 702 LLC  
OPTUM PHARMACY 705 LLC  
OPTUM PHARMACY 707 INC  
OREGON DEPARTMENT OF REVENUE  
ORIGINAL GOURMET FOOD COMPANY  
ORSINI PHARMACEUTICAL SERVICES  
LLC  
OVERLAND SUPPLY, INC  
OW LOGISTICS  
OWL SPECIALTY PHARMACY  
PA DEPT OF REVENUE  
PACIFIC BEV CO 61116  
PACIFIC WORLD CORP  
PANTHERX SPECIALTY PHARMACY  
PAPYRUS-RECYCLED GREETINGS INC  
PARAMOUNT FARMS INC.  
PARFUMS DE COEUR  
PEACH STATE ROOFING INC  
PENNSYLVANIA DEPARTMENT OF  
REVENUE  
PENNSYLVANIA UC FUND  
PEPPERIDGE FARM, INC  
PEPSI COLA COMPANY  
PERFETTI VAN MELLE USA INC  
PERRIGO CO.

PHARMA FORCE GROUP LLC  
PHARMACY CARE USA OF ADDISON LLC  
PHARMERICA  
PHARMScript OF IL LLC  
PHARMScript OF IN LLC  
PHARMScript OF MD LLC  
PHARMScript OF OH LLC  
PHILADELPHIA SIGN COMPANY  
PHILIPS CONSUMER LIFESTYLE  
PHOENIX BENEFITS MANAGEMENT  
PHYSICIANS FORMULA INC  
PIPING ROCK HEALTH PRODUCTS  
PL DEVELOPMENTS  
PLUMBERS & STEAMFITTERS LOCAL 400  
AND MCA OF NORTH  
POST CONSUMER BRANDS LLC  
POWERHOUSE RETAIL SERVICES INC  
PPOK RXSELECT  
PREMIER BRANDS OF AMERICA  
PREMIER NUTRITION COMPANY  
PREMIER PHARMACY CARE LLC  
PREMIER PHARMACY SERVICES  
PRESTIGE BRANDS  
PRIORITY INC  
PRISMA HEALTH  
PROCTER & GAMBLE  
PRO'S CHOICE BEAUTY CARE  
PROSPERITY PHARM MED CTR INC DBA  
HANN'S PHARMACY  
PROTIVITI INC  
PROTOS SECURITY  
PROVIDER PARTNERS PLANS  
PROVIDER PAY  
PSC GROUP LLC  
PSG HEALTH SYSTEMS SOLUTIONS  
PURERED  
PWNHEALTH LLC  
QUAD  
QUAKER OATS  
QUALITAS MANUFACTURING INC  
QUALITY KING-DIV  
QUALITY PHARMACY  
QUALTRICS LLC  
QUINCY BIOSCIENCE  
QUTEN RESEARCH INSTITUTE LLC  
R.R. DONNELLEY  
RALEYS THIRD PARTY ACCT  
RECEIVABLE  
RARITAN PHARMACEUTICALS INC  
RAW SUGAR LLC  
RB HEALTH US LLC

RC MAINTENANCE HOLDINGS INC  
READERLINK DISTRIBUTION  
REALTY INCOME CORP  
REALTY INCOME PA PROPERTIES  
REALTY INCOME PROPERTIES 28  
RECKITT BENCKISER  
RED BULL DISTRIBUTING CO INC  
RELAYHEALTH  
REMEDI SENIORCARE  
RENTOKIL PEST CONTROL  
RESSAC INC  
RETA TRUST  
RETAIL LOGISTICS EXCELLENCE  
RETRACTABLE TECHNOLOGIES INC  
RETURN MANAGEMENT SERVICES INC  
REVLON BEAUTY CARE  
REYES COCA-COLA BOTTLING LLC  
REYES HOLDINGS  
RHINOSYSTEMS INC  
RICOLA  
RIGHTPOINT CONSULTING LLC  
RITE AID FOUNDATION KIDCENTS  
RIVERSIDE CNTY. TAX COLLECTOR  
ROCON BUILDING INTERIORS  
ROYAL WINE COMPANY  
RR DONNELLEY INC  
RSF PHARMACY INC.  
RUSSELL STOVER CANDY COMPANY  
RUSSELL STOVER CHOCOLATES LLC  
RX STRATEGIES INC  
RYDER  
RYDER INTEGRATED LOGISTICS  
RYDER TRANSPORTATION SERVICES  
S.C. JOHNSON & SON INC.  
SAFEWAY  
SAMS EAST & WEST  
SAN ANTONIO WINERY  
SAN DIEGO COUNTY TAX COLLECTOR  
SAN JUAN REGIONAL MEDICAL CENTER  
SANDSRX LLC  
SANFORD LP  
SANOFI-AVENTIS US LLC  
SANTA CLARA VALLEY HEALTH AND  
HOSPI  
SAP AMERICA INC  
SARRIS CANDIES  
SCHRAFT'S 2.0 LLC  
SCOPES FACILITY SERVICES, LLC  
SCRIPTDASH  
SCRIPTDROP INC  
SCRIPTPRO USA INC

SEA ISLAND  
SECURITY SOURCE  
SENDERRA RX PHARMACY  
SENIOR SOLUTIONS PHARMACY  
SENTRY DATA SYSTEMS INC  
SEQIRUS USA INC  
SERVICECHANNEL COM INC  
SEVEN UP COMPANY, COLUMBUS  
SEVEN UP RC BTLG. CO  
SHARPS COMPLIANCE INC.  
SHEET METAL WORKERS LOCAL 100  
HEALTH FUND  
SHEET METAL WORKERS LOCAL 17  
SHERALVEN ENTERPRISES LTD  
SHRED-IT USA LLC  
SIGNART  
SIGNATURE HEALTHCARE  
CORPORATION  
SIMONS DISCOUNT PHARMACY  
SIMPLY GOOD FOODS USA INC  
SINCH INTERCONNECT LLC  
SINGLECARE SERVICES LLC  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP  
SKILLED NURSING PHARMACY  
SKULLCANDY, INC.  
SMUCKER RETAIL FOODS INC  
SNAPPLE DISTRIBUTORS INC  
SO CALIF DRUG PENSION FUND  
SO CALIFORNIA DRUG BENEFIT FND  
SODASTREAM  
SOUND HEALTH & WELLNESS  
SOUTH MIAMI PHARMACY  
SOUTHCOAST HEALTH NETWORK  
SOUTHERN CALIFORNIA DRUG  
SOUTHERN GLAZER'S CA  
SOUTHERN WINE  
SOUTHWIRE COMPANY LLC  
SPANGLER CANDY COMPANY  
SPARTANNASH CIG  
SPECIAL CARE PHARMACY SERVICES  
LLC  
SPECIALTY RX INC  
SPRINGBROOK FARMS INC  
SPRINGWISE FACILITY MANAGEMENT  
SPS SPECIALTY PHARMACY SERVICES  
INC  
STAFFMARK INVESTMENT LLC  
STANLEY ACCESS TECHNOLOGIES  
STAPLES TECHNOLOGY SOLUTIONS  
STAPLES, INC.

STARCOM WORLDWIDE, INC  
STATE OF DELAWARE  
STATE OF WASHINGTON DEPARTMENT  
OF REVENUE  
STATE TAX COMMISSION OF IDAHO  
STATE TAX COMMISSIONER OF  
VIRGINIA  
STEALTH INTERNATIONAL  
STORCK USA  
STRAUB DISTRIBUTING COMPANY  
STRUCTURE TONE, LLC  
SUN BUM LLC  
SUNBELT RENTALS  
SUNSTAR AMERICAS, INC.  
SUPERIOR NUT & CANDY  
SUPREME DIST  
SWEDISH AMERICAN HEALTH SYSTEMS  
SWEETENER PRODUCTS CO  
SWIRE COCA-COLA USA  
SWIRE PACIFIC HOLDINGS INC  
SYNCHRONY COLUMBUS PHARMACY  
TARRYTOWN EXPOCARE  
TASTY BAKING CO.  
TATA CONSULTANCY SERVICES LTD  
TEAM ONE REPAIR INC  
TEAMSTERS LOCAL 14; ZENITH  
ADMINISTRATORS  
TEAMSTERS LOCAL 986; ZENITH  
ADMINISTRATORS  
TECHNOLOGY RECOVERY GROUP  
THE BEVERAGE WORKS NY  
THE CITY OF MURFREESBORO  
THE CLASSIC JERKY COMPANY  
THE CLOROX COMPANY  
THE CLOROX SALES CO  
THE HERJAVEC GROUP CORP  
THE HONEST COMPANY INC  
THE KNAPHEIDE MFG. COMPANY  
THE KROGER COMPANY  
THE MEDICINE SHOPPE  
THE MEDICINE SHOPPE PHARMACY  
THE OHIO STATE UNIVERSITY  
OUTPATIENT PHARMACY  
THE PRUDENTIAL INSURANCE  
THE QR PHARMACY  
THE SCHOOL DISTRICT OF MANATEE  
COUNTY  
THE SCHOOL DISTRICT OF SPRINGFIELD  
R-12  
TIME CAP LABORATORIES INC  
TOOTSIE ROLL

TOTAL QUALITY LOGISTICS  
TOTAL SUPPORT FACILITIES MTNCE  
TOYOTETSU AMERICA INC  
TRACE3  
TRANSPLANT GENOMICS INC  
TRAVEL LEADERS LLC  
TRAVELERS INDEMNITY CO.  
TREASURER OF LUCAS COUNTY  
TREASURER OF STATE OF OHIO  
TRINITY MANUFACTURING LLC  
TRY IT DIST CO, INC  
TURNER'S DAIRY FARMS, INC  
TY INC.  
U.S. COTTON-PRIVATE LABEL  
UC HEALTH PHARMACY  
UCSD MEDICAL CENTER RETAIL  
PHARMACY  
UFCW LOCAL 1529  
UFCW NORCAL  
ULTRA/STANDARD DISTRIBUTORS  
UNFI  
UNILEVER  
UNILEVER HPC USA  
UNION HOSPITAL  
UNIVERSITY HEALTH CARE SYSTEM  
UNIVERSITY HOSPITALS HOME CARE  
SERVICES  
US ECOLOGY LIVONIA INC  
UTZ QUALITY FOODS  
UVM MEDICAL CENTER OUTPATIENT  
PHARMACY  
UW HEALTH  
VA DEPT. OF TAXATION  
VA PREMIER ADVANTAGE ELITE DSNP  
VA PREMIER ELITE  
VALASSIS DIRECT MAIL INC  
VALEANT PHARMACEUTICALS  
VALLEY WIDE BEVERAGE CO INC  
VAXSERVE, INC  
VCU HEALTH SYSTEM ACC PHARMACY  
VECTOR SECURITY INC  
VENTURE INTERNATIONAL, INC.  
VERIDIAN HEALTHCARE LLC  
VERIFONE INC C/O WELLS FARGO  
VERILY LIFE SCIENCES LLC  
VERITY SOLUTIONS GROUP INC  
VESTCOM NEW CENTURY LLC  
VICTORY WHOLESALE GROUP  
VI-JON INC  
VI-JON LLC  
VIKING YACHTS

VILLAGE PHARMACY  
VIRGINIA PREMIER HEALTH PLAN  
VONS COMPANIES INC  
WABASH NATIONAL  
WAFFLE HOUSE SYSTEM EMPLOYEE  
BENEFIT  
WAHL CLIPPER CORP  
WALGREENS DRUG STORES  
WASHINGTON STATE LIQUOR  
WATTERSON ENVIROMENTAL GROUP  
WEATHERVANE SERVICE INC  
WELLA OPERATIONS US LLC  
WELLPARTNER INC  
WENTWORTH DOUGLAS HOSPITAL  
WEST SHORE TAX BUREAU  
WEST VIRGINIA SENIOR ADVANTAGE  
WESTCORE BRAVE LANCASTER LLC

WESTERN TECHNICAL COLLEGE  
WESTMINSTER PET PRODUCTS  
WEX INC  
WFP RETAIL CO LP  
WILDAN LIGHTING & ELECTRIC INC  
WINE WAREHOUSE  
WIS INTERNATIONAL  
WM  
WONDERFUL PISTACHIOS & ALMONDS  
WORKDAY, INC  
WORLD COLOR-QUAD/GRAPHICS  
WRIGHT BEVERAGE DISTRIBUTING  
YOUNGS MARKET CO-DIV. I  
YOUNGS MARKET COMPANY  
YUSEN LOGISTICS (AMERICAS) INC  
ZENLEN INC DBA NATIVE COS  
ZOOMINFO TECHNOLOGIES INC

**SCHEDULE 2**

**Disclosure List<sup>1</sup>**

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity that is a Cole Schotz Client</b>	<b>Status of Representation</b>
A&G Realty Partners	A&G Realty Partners (l/k/a Melville, NY)	Current Client
Aegon USA Investment Management, LLC	Aegon USA Realty Advisors	Current Client
Agency Within LLC	Agency Within LLC d/b/a Within	Current Client
Albertsons	Albertsons Companies	Former Client
Albertsons	Albertson's Holdings	Affiliate of Current Client
Alrose Patchogue, LLC	Alrose Patchogue LLC	Former Client
American News Company; ANC	ANC Holdco (f/k/a American News Company)	Current Client
American News Company; ANC	ANC Holdco (f/k/a American News Company)	Affiliate of Current Client
Ankura Consulting Group LLC	Ankura Consulting	Former Client
Applied Underwriters (Texas)	Applied Underwriters	Affiliate of Former Client*
Aspen Insurance Holdings	Aspen Insurance UK Limited	Former Client
ATCO Equities, LLC	ATCO Properties	Affiliate of Former Client

<sup>1</sup> \* Cole Schotz has an advance waiver permitting it to appear adverse to those clients marked with one asterisk.

BCBS	Horizon Blue Cross Blue Shield of New Jersey	Former Client
Berkley Research Group	Berkley Research Group, LLC	Current Client
Berkshire Hathaway	Berkshire Hathaway	Affiliate of Former Client*
Big Geyser, Inc.	Big Geyser, Inc.	Current Client
Blackrock Advisors, LLC	Black Rock 1	Affiliate of Former Client
Blackrock Advisors, LLC	Black Rock 2	Affiliate of Former Client
Blackrock Advisors, LLC	Black Rock 3	Affiliate of Former Client
Blackrock Advisors, LLC	Black Rock 4	Affiliate of Former Client
Blackrock Advisors, LLC	Black Rock 5	Affiliate of Former Client
Blackrock Advisors, LLC	Black Rock 6	Affiliate of Former Client
Brigade Capital Management, L.P.	Brigade Capital	Officer of Former Client
Celsius Holdings Inc.	Celsius US Holding	Affiliate of Former Client
CI Investments, Inc	CI Hospitality Investment, LLC	Affiliate of Current Client
CLPF Harbour Pointe LLC	CLPF-Essex Green	Former Client
CP/Ipers Woodfield, LLC	CP/Ipers New Hyde	Current Client
Del Mar Highlands TCA I, LLC	Del Mar Highlands Town Center	Affiliate of Current Client
Donahue Schriber Realty Group LP	Donahue Schriber Realty Group	Current Client
Dr Pepper/Seven Up, Inc	Keurig / Dr. Pepper	Current Client
Dr. Reddy's Laboratories, Inc.	Dr. Reddy's Laboratories	Current Client

Duracell Distributing Inc.	Duracell Distributing	Affiliate of Former Client*
EDC Drug Stores, Inc.	EDC Drug Stores, Inc.	Co-Defendant of Current Client
Equity One (NE Portfolio) LLC	Equity One	Former Client
Estudillo Shopping Center	Estudillo Holdings	Former Client
Evercore Inc.	Evercore	Former Client
Flowers Foods, Inc.	Flowers Food	Affiliate of Current Client
Foley & Lardner	Foley & Lardner	Former Client
FTI Consulting	FTI Consulting	Current Client
Gator Hillside Village, LLC	Gator Hillside Village	Affiliate of Current Client
Genova Burns LLC	Genova Burns	Former Client
Great American	B. Riley & Great American Group	Former Client
GRI Sunset Plaza, Inc.	GRI Sunset Plaza	Current Client
Guidepoint, LLC	Guidepoint Global	Current Client
Hackensack Meridian RediClinic Inc.	Hackensack Meridian	Affiliate of Current Client
Hershey Chocolate	The Hershey Company	Current Client
Hudson RPM Dist LLC	Hudson RPM Distributors	Former Client
Hudson RPM Dist LLC	Hudson News Distributors	Affiliate of Current Client



Illinois Insurance Company	Illinois Insurance Co.	Affiliate of Former Client*
Invesco Capital Management, LLC	Invesco CMI Investment	Former Client
Jefferies, LLC	Jefferies Finance, LLC	Former Client
Kaz	Kaz Hudson Properties (Hudson, NY)	Current Client
Kellog Company	Kellog Company	Former Client
Kimco Realty Corporation	Kimco Realty	Current Client
Kin Properties Inc.	Kin Properties	Current Client
Kraft/General Foods	Kraft Foods & Affiliates	Former Client
L&R Distributors	L&R Distributors	Former Client
Levin Management Corporation	Levin Management	Former Client
Liberty Mutual	Liberty Mutual Surety	Former Client
LifeScan Inc.	LifeScan	Affiliate of Current Client
Marathon Asset Management, L.P.	Marathon Asset Management	Current Client
Mascot LLC	Mascot, LLC	Former Client
Moody's Investors Service	Moody Investors and Affiliates	Affiliate of Former Client
MWW Group LLC	MWW Group	Former Client
NAI New Albertsons Inc	NAI Holdings/New Alberston's Inc.	Affiliate of Current Client

NetJets Aviation Inc	NetJets as affiliates	Affiliate of Former Client
Pacific Power-Rocky Mountain Power	Rock Mountain Power Foundation	Affiliate of Former Client*
Perry Drug Stores, Inc.	Perry County Food & Drug, Inc.	Co-Defendant of Former Client
Pinnacle Capital, Ltd.	Pinnacle Capital Partners	Former Client
QBE	QBE Insurance	Affiliate of Former Client
Riker Danzig LLP	Riker Danzig	Affiliate of Former Client
Roger Meltzer	Roger Meltzer	Former Client
Rosemary Gambardella	Hon. Rosemary Gambardella	Former Client
RR Donnelley Inc	RR Donnelly & Sons	Current Client
Sixth Street Advisers, LLC (TPG Captial)	TPG Capital	Affiliate of Current Client
State of California	The People of the State of California	Former Client
Stefan M. Selig	Stefan Selig	Affiliate of Former Client
Sterling Group Asset Management c/o Allied Property Management, a/k/a Allied Property Group	Allied Properties	Current Client
TPG Capital, L.P.	TPG Capital	Affiliate of Current Client

Urstadt Biddle Properties, Inc.	Urstadt Biddle Properties	Affiliate of Former Client
Valley Health System	Valley Health System	Current Client
Valley Medical Center	Valley Hospital	Current Client
Valley Medical Center	Valley Hospital Foundation	Former Client
Wells Fargo; Wells Fargo Bank	Wells Fargo	Affiliate of Former Client*
Wells Fargo Securities, LLC	Wells Fargo	Affiliate of Former Client*
XL	XL Specialty Insurance	Affiliate of Former Client
Zurich American Insurance Company	Zurich American Insurance	Affiliate of Former Client
[CONFIDENTIAL]	[CONFIDENTIAL]	Former Client

**Exhibit B**

**Sabatino Declaration**

**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
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*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

**COLE SCHOTZ P.C.**  
Michael D. Sirota, Esq.  
Warren A. Usatine, Esq.  
Felice R. Yudkin, Esq.  
Seth Van Aalten, Esq. (admitted *pro hac vice*)  
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svanaalten@coleschotz.com

*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:  
RITE AID CORPORATION, *et al.*,  
Debtors.<sup>1</sup>

Chapter 11  
Case No. 23-18993 (MBK)  
(Jointly Administered)

**DECLARATION OF THOMAS J. SABATINO IN SUPPORT OF DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF COLE SCHOTZ P.C. AS BANKRUPTCY  
CO-COUNSEL TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

I, Thomas J. Sabatino, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare:

1. My name is Thomas J. Sabatino. I am over the age of 21. I am the Executive Vice President and Chief Legal Officer of Rite Aid Corporation, a Delaware corporation and one of the

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

above-captioned debtors in possession (collectively, the “Debtors”). I have served as a consultant to the Debtors since June 2023. Accordingly, I am generally familiar with the business operations, business and financial affairs, and books and records of the Debtors and am in all respects competent to make this Declaration (the “Declaration”).

2. Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by Cole Schotz and/or employees working under my supervision, or my opinion based upon my experience, knowledge, and information concerning the Debtors’ operations. I am authorized to submit this Declaration on the Debtors’ behalf. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

3. This Declaration is submitted in support of the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Cole Schotz P.C. as Bankruptcy Co-Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (the “Application”),<sup>2</sup> filed concurrently herewith.

4. This Declaration also is submitted provided pursuant to Section D.2 of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013 (the “U.S. Trustee Guidelines”), promulgated by the Office of the United States Trustee (the “U.S. Trustee”). I am informed by Cole Schotz that the U.S. Trustee Guidelines require that any application for employment of an attorney under section 327 or 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the following:

- (a) The identity and position of the person making the verification. The person ordinarily should be the general counsel of the debtor or another officer

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

responsible for supervising outside counsel and monitoring and controlling legal costs.

- (b) The steps taken by the client to ensure that the applicant's billing rates and material terms for the engagement are comparable to the applicant's billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- (c) The number of firms the client interviewed.
- (d) If the billing rates are not comparable to the applicant's billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- (e) The procedures the client has established to supervise the applicant's fees and expenses and to manage costs. If the procedure for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in nonbankruptcy cases to supervise outside general counsel, explain how and why. In addition, describe any efforts to negotiate rates including rates for routing matters, or in the alternative to delegate such matters to less expensive counsel.

5. In my capacity as Executive Vice President and Chief Legal Officer of Rite Aid Corporation, I am part of the Debtors' team responsible for supervising the Debtors' outside counsel and monitoring and controlling legal costs.

6. Prior to the Petition Date, K&E informed the Debtors that they were obligated to retain New Jersey counsel to represent them in these Chapter 11 Cases. In that regard, K&E strongly recommended that the Debtors retain Cole Schotz. In recommending Cole Schotz, K&E expressed that Cole Schotz was the premier law firm in New Jersey with a preeminent bankruptcy practice, significant experience appearing before this Court, an in-depth knowledge of the local practice and procedure, and a competitive rate structure. The Debtors relied on K&E's recommendation and elected to retain Cole Schotz on that basis. The Debtors did not interview any other firms.

7. Since its retention, Cole Schotz has provided advice and assisted the Debtors in certain aspects of their restructuring efforts based on its experience with cases of large and complex companies like the Debtors. In addition, Cole Schotz has provided advise on the local rules, procedures, and practices in this District. I believe that for these reasons Cole Schotz is well-qualified to serve as the Debtors' bankruptcy co-counsel in these Chapter 11 Cases. Moreover, in the event Cole Schotz has a disabling conflict of interest in these Chapter 11 Cases, that matter will be handled by K&E.

8. I have confirmed with Cole Schotz that, although its billing rates vary from attorney to attorney based on such facts as the attorney's seniority and position with the firm (*e.g.*, member, counsel, or associate), years of experience, and the demand for services in the attorney's particular area of expertise, its billing rates do not vary as a function of whether the services performed relate to a bankruptcy engagement or a non-bankruptcy engagement.

9. The Debtors have been informed that Cole Schotz endeavors to set the hourly rates for its attorneys and paraprofessionals at levels competitive to those charged by firms with whom they compete. In addition, the Debtors confirmed that (i) the Cole Schotz attorneys staffed to this engagement will not be charging a premium or in any way increasing their hourly rates over the fees charged to non-bankruptcy clients, and (ii) the material terms for the engagement are comparable to terms of other comparably skilled professionals.

10. The Debtors supervise outside counsel retained in the ordinary course of business and will supervise the fees and expenses incurred by Cole Schotz in connection with these Chapter 11 Cases. More specifically, in my capacity as Chief Executive Officer and Chief Restructuring Officer of Rite Aid Corporation, my responsibilities extend to the supervision of counsel through the monitoring of costs, including legal costs. During the course of these Chapter 11 Cases, I, or



others working under my direction and guidance, will review Cole Schotz's invoices, monthly fee statements, and interim and final compensation applications in connection with Cole Schotz's requests for payment of fees and reimbursement of expenses. Cole Schotz has assured me that, in order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Cole Schotz will continue to coordinate with K&E and any other firms the Debtors retain regarding their respective responsibilities in these Chapter 11 Cases.

11. I understand that Cole Schotz historically increases its hourly billing rates for their professionals and paraprofessionals on September 1 of each year. The Debtors have consented to such ordinary course rate increases.

12. Cole Schotz has indicated that it will provide the Debtors with prospective budgets and staffing plans in accordance with the U.S. Trustee Guidelines. The Debtors recognize, however that in the course of these Chapter 11 Cases, there may be unforeseeable fees and expenses that will need to be addressed by the Debtors and Cole Schotz. The Debtors recognize that it is their responsibility to closely monitor Cole Schotz's billing practices and to ensure that the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of these Chapter 11 Cases. The Debtors will work with Cole Schotz to amend the budget and staffing plan as necessary during the pendency of these Chapter 11 Cases.

13. To the extent the Debtors have an objection to the fees and expenses requested by Cole Schotz in any monthly fee statement or interim or final compensation applications that cannot be informally resolved to the Debtors' satisfaction, Cole Schotz has informed me that it will file a Notice of Objection to Fee Statement on the Debtors' behalf. I understand that Cole Schotz reserves all rights to contest any such objection raised to the allowance or payment of its requested fees and

expenses, and the Debtors reserve all rights to retain conflicts counsel to prosecute any such fee objection to the extent it cannot be resolved informally by the parties.

14. Nothing contained herein is intended to limit Cole Schotz's ability to request allowance and payment of fees and expenses pursuant to sections 330 and 331 of the Bankruptcy Code, nor to restrict Cole Schotz's rights to defend any objection raised to the allowance or payment of such fees, nor to restrict the Debtors' right to retain conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party-in-interest, such as the U.S. Trustee.

15. Based on the foregoing, I am of the opinion that it is necessary for the Debtors to employ Cole Schotz as their counsel in these cases and that such employment is in the best interest of the Debtors' estates.

*[Remainder of page left intentionally blank.]*

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Dated: November 22, 2023

Respectfully submitted,

**RITE AID CORPORATION**

By: /s/ Thomas J. Sabatino

Thomas J. Sabatino  
Executive Vice President  
Chief Legal Officer  
Rite Aid Corporation

**PROPOSED ORDER**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**Caption in Compliance with D.N.J. LBR 9004-1(b)**

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

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svanaalten@coleschotz.com

*Proposed Co-Counsel for Debtors and Debtors in Possession*

In re:

RIDE AID CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-23-18993 (MBK)

(Jointly Administered)

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

(Page 2)

Debtors: RIDE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF COLE SCHOTZ P.C. AS CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE

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**ORDER APPROVING THE EMPLOYMENT AND RETENTION  
OF COLE SCHOTZ P.C. AS BANKRUPTCY CO-COUNSEL TO  
THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

The relief set forth on the following pages, numbered two (2) through six (6), is hereby  
**ORDERED.**

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Debtors: RIDE AID CORPORATION, *et al.*  
Case No. 23-18993 (MBK)  
Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF COLE SCHOTZ P.C. AS CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE

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Upon the application (the “Application”)<sup>2</sup> of the above captioned debtors and debtors in possession (collectively, the “Debtors”), pursuant to sections 327(a), 329, and 330 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Debtors to employ and retain Cole Schotz P.C. (“Cole Schotz”) as their bankruptcy co-counsel in these proceedings *nunc pro tunc* to the Petition Date; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference of the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Application having been given as provided in the Application, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Application need be provided; and upon the Declarations of Michael D. Sirota, Esq. and Jeffrey S. Stein in support thereof; and the Court being satisfied that Cole Schotz does not hold or represent any interest adverse to the Debtors, their estates, or their creditors, and is a disinterested person within the meaning of sections 327 and 101(14) of the Bankruptcy Code, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

(Page 4)

Debtors: RIDE AID CORPORATION, *et al.*  
Case No. 23-18993 (MBK)  
Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF COLE SCHOTZ P.C. AS CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE

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**IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** as set forth herein.
2. In accordance with sections 327(a), 329, and 330 of the Bankruptcy Code, the Debtors are hereby authorized and empowered to employ and retain Cole Schotz as their bankruptcy co-counsel in these Chapter 11 Cases effective as of the Petition Date in accordance with the terms set forth in the Application and the Engagement Letter attached hereto as **Exhibit 1**.
3. Any and all compensation to be paid to Cole Schotz for services rendered on the Debtors' behalf, including compensation for services rendered in connection with the preparation of the petition and accompanying papers, shall be fixed by application to this Court in accordance with sections 330 and 331 of the Bankruptcy Code, such Federal Rules and Local Rules as may then be applicable, and any orders entered in these cases governing the compensation and reimbursement of professionals for services rendered and charges and disbursements incurred. Cole Schotz also shall make a reasonable effort to comply with the U.S. Trustee Guidelines, both in connection with the Application and the interim and final fee applications to be filed by Cole Schotz in the Chapter 11 Cases.
4. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Cole Schotz shall coordinate with Kirkland & Ellis LLP, Kirkland & Ellis International LLP and any additional firms the Debtors retain regarding their respective responsibilities in these Chapter 11 Cases. As such, Cole Schotz shall use its best efforts to



(Page 5)

Debtors: RIDE AID CORPORATION, *et al.*  
Case No. 23-18993 (MBK)  
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avoid duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

5. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Cole Schotz shall provide ten (10) days' prior notice of any such increases to the Debtors, the United States Trustee, and any official committee appointed in the Debtors' Chapter 11 Cases and shall file such notice with the Court. All parties in interest retain rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. Cole Schotz (i) shall only bill 50% for non-working travel; (ii) shall not seek the reimbursement of any fees or costs, including attorney fees and costs, arising from the defense of any objections to any of Cole Schotz's fee applications in this case; (iii) shall use the billing and expense categories set forth in the US Trustee Guidelines (Exhibit D-1 "Summary of Compensation Requested by Project Category"); and (iv) provide any and all monthly fee statements, interim fee applications, and final fee applications in "LEDES" format to the United States Trustee.

7. Notwithstanding anything in the Application or the Sirota Declaration to the contrary, Cole Schotz shall seek reimbursement from the Debtors' estates for its engagement-related expenses at the firm's actual cost paid.

8. Notwithstanding anything in the Application and the Sirota Declaration to the contrary, Cole Schotz shall (i) to the extent that Cole Schotz uses the services of independent contractors or

(Page 6)

Debtors: RIDE AID CORPORATION, *et al.*  
Case No. 23-18993 (MBK)  
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subcontractors (collectively, the “Contractors”) in these cases, pass through the cost of such Contractors at the same rate that Cole Schotz pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Cole Schotz; (iv) file with this Court such disclosures required by Bankruptcy Rule 2014; and (v) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these cases. No agreement or understanding exists between Cole Schotz and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these cases, nor shall Cole Schotz share or agree to share compensation received for services rendered in connection with these cases with any other person other than as permitted by Bankruptcy Code section 504.

9. Notwithstanding Cole Schotz’s Standard Terms of Engagement for Legal Services, the provision that “Our bills are due and payable upon receipt” shall be null and void during the pendency of these bankruptcy cases.

10. Notwithstanding Cole Schotz’s Standard Terms of Engagement for Legal Services, during the pendency of the Chapter 11 Cases, Cole Schotz’s retainer shall be treated like a security retainer and shall not be drawn down absent Court order.

11. As set forth in Cole Schotz’s Standard Terms of Engagement for Legal Services, Cole Schotz’s fees and expenses will be considered “earned” at the time they are incurred, notwithstanding the fact that any such amounts shall only be payable as set forth in any order granting that certain

(Page 7)

Debtors: RIDE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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*Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court* [Docket No. 105] and shall only be allowed upon entry of a Court order allowing them.

12. Notwithstanding Cole Schotz's Standard Terms of Engagement for Legal Services, the provision concerning fee disputes is null and void during the pendency of these Chapter 11 Cases.

13. To the extent the Application, the Sirota Declaration, or any engagement agreement pertaining to this retention is inconsistent with this Order, the terms of this Order shall govern.

14. The Debtors are authorized to take all action necessary to carry out this Order.

15. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

**EXHIBIT 1**

**Engagement Letter**



Michael D. Sirota  
Member  
Admitted in NJ and NY

Reply to New Jersey Office  
Writer's Direct Line: 201.525.6262  
Writer's Direct Fax: 201.678.6262  
Writer's E-Mail: msirota@coleschotz.com

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201-489-3000 201-489-1536 fax

—  
New York  
—  
Delaware  
—  
Maryland  
—  
Texas  
—  
Florida

September 22, 2023

**ATTORNEY-CLIENT PRIVILEGED  
PERSONAL AND CONFIDENTIAL**

**Via E-mail**

Thomas Sabatino, Esq.  
EVP and Chief Legal Officer  
Rite Aid Corporation  
1200 Intrepid Avenue  
2nd Floor  
Philadelphia, PA 19112

Re: Engagement Agreement

Dear Mr. Sabatino:

Thank you for entrusting your legal needs to us. This letter and the accompanying Standard Terms of Engagement set forth the terms of Cole Schotz P.C.'s representation of Rite Aid Corporation and its subsidiaries (hereinafter collectively referred to as "the Clients").

The scope of our representation shall be limited to acting as co-counsel with Kirkland & Ellis ("K&E") in an anticipated Chapter 11 case to be filed by the Clients in the United States Bankruptcy Court for the District of New Jersey. The services the Firm will provide will include taking direction from K&E with respect to the preparation and filing of the chapter 11 petitions, including review of documents and preparation of the petition with supporting schedules and statements. During the case, and subject to our ethical obligations discussed above, we will: (1) advise and consult on the prosecution of the chapter 11 case, including all of the legal and administrative requirements of operating in chapter 11; (2) prepare such administrative and procedural applications and motions as may be required for the orderly and efficient conduct of the case; (3) prosecute and defend litigation that may arise during the course of the case; (4) consult with you concerning and participate in the formulation, negotiation, preparation and filing of a plan or plans of reorganization/liquidation and disclosure statement(s) to accompany the plan(s); (5) review and object to claims; (6) analyze, recommend, prepare, and bring causes of action permitted under the Bankruptcy Code; and (7) address conflict matters to the extent necessary and (8) take all steps necessary and appropriate to bring the case to a conclusion.

 COLE SCHOTZ P.C.

Thomas Sabatino, Esq.  
September 22, 2023  
Page 2

The scope of our engagement can only be extended pursuant to supplemental written agreement. The Clients agree to fully cooperate with us and to provide us with all information relevant to the issues involved in this matter. We agree to provide conscientious, competent and diligent services and at all times will coordinate with K&E to achieve a favorable outcome on a cost-effective basis. If you would like us to expand the scope of our engagement or the parties we represent, it must be subject to a separate written agreement.

The Firm's objective to charge a fair fee for the services rendered is achieved primarily by maintaining accurate records of the time spent by each attorney and paralegal on a particular matter and then billing for their time in accordance with the range of hourly rates established. I will be principally responsible for handling this matter. Presently, my hourly rate is \$1,475.00. I anticipate that I will also be working with my partners, Felice Yudkin, Warren Usatine and Seth Van Aalten, whose hourly rates are \$850.00, \$1,150.00 and \$1,050.00 respectively, among other lawyers and paralegals as needed. In addition to legal fees, our out-of-pocket expenses (as more particularly set forth in our Standard Terms of Engagement) will also be reflected in our monthly invoices.

### **Retainer**

A retainer is required of clients prior to undertaking representation. The initial retainer requested in this matter is \$300,000.00 and will need to be no less than \$750,000.00 upon filing a chapter 11 proceeding. The Firm's invoices will be paid in regular intervals from the retainer account as fees are earned and expenses accrue. The initial retainer will be an evergreen retainer, replenished on a monthly basis (and before a chapter 11 proceeding is filed), such that the amount of the evergreen retainer will always be at least equal to the outstanding unpaid fees and expenses, whether billed or unbilled. We reserve the right, in our discretion, to request an additional retainer should circumstances warrant.

In the event of a Chapter 11 proceeding, post-petition fees, charges and disbursements will be due and payable immediately in accordance with fee procedures approved by the Bankruptcy Court. The Clients understand that while the arrangement in this paragraph may be altered in whole or in part by the Bankruptcy Court, the Clients shall nonetheless remain liable for payment of court approved post-petition fees and expenses. Such items are afforded administrative priority under 11 U.S.C. § 503(b)(1). The Bankruptcy Code provides in pertinent part, at 11 U.S.C. § 1129(a)(9)(A), that a plan of reorganization cannot be confirmed unless these priority expenses are paid in full (unless such claimants agree to different treatment) in cash on the effective date of any reorganization plan. After the petition date, the retainer shall be held and applied against the final Chapter 11 fee application. At the conclusion of our representation of the Clients, we will apply the balance of the retainer against our final statement and refund any excess to the Clients.

This agreement, as well as our entire attorney-client relationship, shall be governed exclusively by State of New Jersey law. Should any dispute arise regarding same which cannot be resolved amicably, the courts of the State of New Jersey shall be the exclusive jurisdiction for the dispute to be litigated.

If this agreement is acceptable, please indicate the Clients' understanding and acceptance of the terms and conditions set forth herein by countersigning and returning a copy of this letter

 COLE SCHOTZ P.C.

Thomas Sabatino, Esq.  
September 22, 2023  
Page 3

together with the initial retainer (\$300,000.00). The Firm's wiring instructions are attached for your convenience.

We look forward to working with you.

Very truly yours,

*/s/ Michael D. Sirota*

Michael D. Sirota

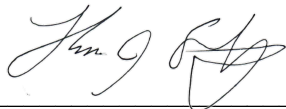
MDS:cdc

Attachment

cc: Felice R. Yudkin, Esq.  
Warren A. Usatine, Esq.  
Seth Van Aalten, Esq.

We consent to the terms and conditions set forth above and in the Standard Terms of Engagement for Legal Services attached herewith.

Rite Aid Corporation and its subsidiaries



By: Thomas Sabatino  
Title: EVP and Chief Legal Officer

Dated: September 22, 2023



## STANDARD TERMS OF ENGAGEMENT FOR LEGAL SERVICES

This statement sets forth Cole Schotz P.C.'s ("we," "our," or the "Firm") standard terms of engagement as attorneys for the client(s) ("you" or "your") identified in the accompanying Engagement Letter. The Engagement Letter sets forth additional terms and conditions, and those terms control in any case where the Engagement Letter conflicts with these standard terms. The following terms are an integral part of our agreement and should be reviewed carefully. We also suggest that you retain this statement in your files. If at any time you have questions about these terms, please let us know as soon as possible so that we can provide you with timely answers.

### THE SCOPE OF OUR WORK

The scope of the legal services we agree to perform for you is described in the Engagement Letter. If at any time you are not certain about the scope of our representation, please contact us for clarification. We are happy to answer any questions you may have.

We will do our best to serve you efficiently. The outcome of any matter is subject to inherent risks and other factors beyond our control. Therefore, we have not made, and cannot make, any guarantees or promises concerning the outcome of this matter. Any statements on our part concerning the likely outcome of a matter are expressions of our professional assessment of the matter in question, and such assessments always present a degree of uncertainty because they are limited by our knowledge of the facts, unsettled areas of the law, changes in the state of the law, equitable considerations, exercise of judgment in the application of the law, and many other unknown factors.

Any agreement reached in connection with the engagement may result in a variety of tax consequences. Unless specifically stated in the accompanying Engagement Letter, the scope of our engagement does not include tax advice. The Firm will only provide tax advice upon your request and entry into a separate written agreement or amendment to this engagement acceptable to you and the Firm.

Also, unless specifically stated in the accompanying Engagement Letter, the scope of our representation does not include determining whether you possess insurance coverage for any of the losses or expenses that you may incur in connection with this matter. You should immediately contact your insurance company or broker if you believe such coverage may exist. Alternatively, you may retain the Firm to assist with making that inquiry and determining coverage, but such

expansion of the scope of our engagement must be agreed to in writing.

### WHO PROVIDES THE LEGAL SERVICES

We assign an attorney as your primary contact at the Firm. This should be someone in whom you have confidence and with whom you enjoy working. You are free to request a change of contact person at any time. The legal work we perform for you may be performed by other lawyers, paralegals and legal assistants in the Firm as well. We delegate work among our lawyers, paralegals and legal assistants to promote effective and efficient rendition of necessary services. We are happy to advise you of the names of those attorneys, paralegals and legal assistants who work on your matters and their billing rates.

### HOW FEES ARE SET

We bill you based on the hourly rates for our attorneys and other professionals, depending on the time involved in rendering the necessary services. We record the time spent on your work, such as internal and external meetings, conferences, negotiations, factual and legal research and analysis, court appearances, document preparation and revision, drafting and review of correspondence, travel on your behalf, and other related services.

The hourly rates of our lawyers, paralegals and legal assistants are based on each timekeeper's knowledge and experience in his/her field and are reviewed and adjusted annually (typically in September) to reflect current levels of legal experience, changes in overhead costs, and other relevant factors. Any rate changes will be reflected in our monthly invoices. You will not receive a separate rate change notice.

Our current range of hourly rates is as follows:

Members	\$575.00 to \$1,475.00 per hour
Special Counsel	\$620.00 to \$1,100.00 per hour
Associates	\$350.00 to \$645.00 per hour
Paralegals	\$260.00 to \$440.00 per hour
Litigation Support Specialists	\$405.00 to \$510.00 per hour

We are often requested to estimate the amount of fees and costs likely to be incurred in connection with a particular matter. Whenever possible, we furnish such an estimate based upon our professional judgment, but when we do so, it is always with the understanding that it is not a maximum or fixed-fee quotation. The





ultimate cost frequently is more or less than the amount estimated.

For certain well-defined services, we may quote a fixed fee. Generally, however, we do not accept a fixed fee engagement except in such circumstances or pursuant to a special arrangement tailored to the needs of a particular client. In all such situations, the fixed fee arrangement is expressed in the Engagement Letter, setting forth both the amount of the fee and the scope of the services to be provided in exchange for the fixed fee.

In certain situations, we provide legal services on a contingent fee basis. Any such arrangement must be reflected in a written contingent fee agreement.

#### OUT-OF-POCKET EXPENSES

As part of our representation, we may incur expenses on your behalf, and these must be paid by you on a timely basis. Whenever such costs are incurred, we itemize and bill them. Typical of such costs are conference calls; postage; messenger services, and express delivery charges; filing fees; deposition and transcript costs; witness fees; travel and overnight expenses; copying, scanning and printing charges; computer research charges (e.g. Lexis and Westlaw research); charges from outside experts and consultants (including accountants, appraisers, and other legal counsel) and fees and expenses related to collecting, hosting and processing electronically stored information. We generally request that outside service providers directly bill our clients for individual charges in excess of \$500, or we may invoice you for such charges billed to the Firm prior to your regularly scheduled invoicing.

#### RETAINER AND TRUST DEPOSITS

You may be asked to pay a retainer in connection with our representation of you. If so, the Engagement Letter provides details about the terms of the retainer.

During the course of our representation, it may be necessary for us to hold funds on your behalf in our Attorney Trust Account. Such trust funds will be deposited and held in a financial institution insured by the Federal Deposit Insurance Corporation ("FDIC").

Federal depository insurance coverage is currently limited to \$250,000.00 per account holder in each insured financial institution. Funds held for you in our Attorney Trust Account are aggregated with all other funds belonging to you in the same financial institution in determining whether your deposit balance exceeds insurance limits. You will be notified by our trust accounting department of the financial institution(s) being used. The funds being held on your behalf in

trust together with other funds not held by us on your behalf but to your credit in the same financial institution may exceed FDIC insurance coverage and therefore may not be insured in the event of a bank failure.

If you have any questions, you may contact our Accounting Department.

#### BILLING ARRANGEMENTS AND TERMS OF PAYMENT

We bill you on a regular basis, normally each month, for both fees and disbursements. To efficiently render our bills, we may render a bill through a date other than month-end. Fees and expenses, and the associated retainer, will be considered to be "earned" at the time that any fees and expenses are incurred. Our bills are due and payable upon receipt.

If your account becomes delinquent, you agree to promptly bring the account current. If the delinquency continues and you do not arrange satisfactory payment terms, we may withdraw from the representation (subject to court approval, if necessary) and pursue collection of your account. You agree to pay the costs of collecting the debt, including court costs, filing fees, and reasonable attorneys' fees.

#### FEE DISPUTES

If you disagree with any particular invoice, you must send us a written objection within thirty (30) days of your receipt of the invoice or you will be deemed to have approved the charges. Typically, such disagreements are resolved to the satisfaction of both sides, with little inconvenience or formality. In the event of a fee dispute that is not readily resolved, you may have the right to request arbitration under supervision of the state bar for the jurisdictions in which we practice.

#### POTENTIAL CONFLICTS/UNRELATED MATTERS WAIVER

Our Firm represents many other clients. It is possible that during the time we are representing you some of our present or future clients may have disputes with you. You agree that we may continue to represent, or may undertake in the future to represent, existing or new clients in any matter that is not substantially related to our work for you, even if the interests of such clients in those other matters are directly adverse to your interests. We agree, however, that your prospective consent to conflicting representation contained in the preceding sentence shall not apply in any instance where, as a result of our representation of you, we have obtained proprietary or other confidential information of a nonpublic nature that, if known to such



other client, could be used in any such other matter by such client to your material disadvantage.

In bankruptcy matters, it is possible that we will be asked to represent other creditors or parties-in-interest. You agree that we may continue to represent or may undertake in the future to represent existing and new clients in such matters. Of course, we will not represent another client in such matters who will take action directly adverse to you.

#### PRESERVATION OF ELECTRONICALLY STORED AND OTHER INFORMATION

If the matter for which we are engaged involves a dispute which could reasonably lead to litigation, you may be required to produce documents and other materials relating to such matter in the event of litigation. Therefore, it is vital in any such matter that you preserve all documents (hard copy and electronic), data compilations and tangible objects. The requirement to preserve these materials is a continuing one and will last until you are advised to stop. Failure to preserve these materials could result in Court-imposed penalties or sanctions against you and/or others and can expose those involved to claims for spoliation of evidence. In applicable matters, a "Legal Hold Notice" that further discusses these issues will accompany the Engagement Letter.

#### TERMINATION

You may terminate our representation at any time by notifying us in writing. Your termination of our services does not affect your responsibility for payment of fees for legal services rendered and out-of-pocket costs incurred before termination and in connection with an orderly transition of the matter, including the collection, processing and transmittal of your file to you or substitute counsel.

Subject to the rules of professional responsibility for the jurisdictions in which we practice, we may withdraw from representation if you fail to abide by these Terms of Engagement as modified by the Engagement Letter, including, for example, nonpayment of fees or costs, misrepresentation or failure to disclose material facts, conflicts of interest with another client, or your failure to communicate or cooperate with us. We try to identify in advance and discuss with our client(s) any situation that may lead to our withdrawal and, if withdrawal ever becomes necessary, we immediately give written notice of our withdrawal. Our right to withdraw depends upon the circumstances existing at the time we seek withdrawal, and we will not withdraw

unless withdrawal can be accomplished without violation of applicable rules of professional conduct.

#### CONCLUSION OF REPRESENTATION; DISPOSITION OF DOCUMENTS

Unless previously terminated, our representation of you concludes upon our sending our final statement for services rendered in the matter covered in our Engagement Letter. We maintain in confidence any otherwise nonpublic information that you have supplied to us, and that we retain, in accordance with applicable rules of professional conduct. At your request, your papers and property are returned promptly upon receipt of payment for outstanding fees and costs. We may retain copies pertaining to the matter for our files. Any such documents retained by us may be transferred to the person responsible for administering our records retention program. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to destroy or otherwise dispose of any such documents or other materials after the termination of the engagement. We may also transfer the information on the documents to electronic media. If we are served with a subpoena for your file, we will notify you. If we are required to comply with the subpoena, you will be responsible for the legal fees and costs incurred, including the review and analysis of documents to determine if privileged documents should be withheld.

#### DISCLOSURE OF REPRESENTATION

You hereby acknowledge and agree that, subject to the attorney-client privilege, we may represent to third parties that you are a client of the Firm, we may use your logo in connection with marketing and business development initiatives, and we may provide a general description of the services rendered for your benefit.

#### POST-ENGAGEMENT MATTERS

You are engaging us to provide legal services in connection with a specific matter. After completion of the matter, changes may occur in the applicable laws or regulations that could have an impact upon your rights and liabilities. Unless you engage us with regard to future legal development(s) relating to this matter, we have no continuing obligation to advise you with respect to future legal developments concerning the matter. It is your responsibility, and we assume no responsibility for keeping track of critical dates, time periods by which notices must be given or advising you of the dates, or time periods by which you must address future deadlines or critical dates such as renewal options, UCC continuation statements or payment due dates.